

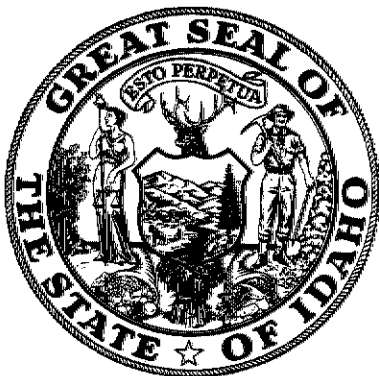
**CERTIFICATE OF INCORPORATION
OF**

BETTER WAY MINING CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *December 11, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Spencer L. ...

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SEC. STATE
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ARTICLES OF INCORPORATION
OF
BETTER WAY MINING CO., INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BETTER WAY MINING CO., INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are;

To carry on the business of a mining, smelting, refining and land development company.

To prospect, mine, open and work claims, leases or mines and to raise, dig and quarry for gold, silver, precious stones and other valuable minerals.

To develop, explore, prospect, purchase and lease such properties as may be conducive to the successful development of the company, and to develop real estate properties for purposes other than mining that may from time to time be deemed profitable to the company including homesites and recreational properties. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every act or thing incidental or appertenant to or growing out of or connected with the aforesaid objects or purposes, provided the same be not inconsistent with the laws under which this corporation is organized, and to use and apply surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock.

To enter into contracts or obligation of any kind or type essential, necessary or proper to the transaction and conduct of its ordinary affairs; to contract and hire labor necessary or convenient to the conducting and operation of the business and to do any and all things regularly, necessarily, properly or incidentally done in the conduct of said business and to have all the power to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform connected with the general overall objects and purposes for which this corporation is formed.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Five Thousand, all of which shall be common stock having a par value of One Hundred Dollars (\$100.00) each.

FIFTH: The Address of the initial registered office of the corporation is P. O. Box 345, Lucile, Idaho 83542.

SIXTH: The name of the initial registered agent of said corporation at its registered office is ROBERT DOUGLAS MENDENHALL.

SEVENTH: The number of the Directors constituting the initial Board of Directors is Three (3), and the names and addresses of the persons to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

ROBERT DOUGLAS MENDENHALL
P. O. Box 345
Lucile, Id 83542

TERRY R. AILOR
929 20th Avenue
Clarkston, Wn 99403

GREGORY MONTGOMERY
Parkwater P. O. Box 11243
Spokane, Wn

EIGHTH: The name and address of each of the Incorporators is:

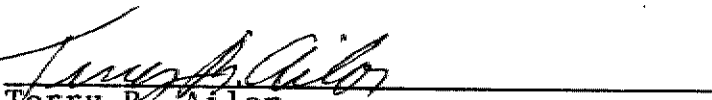
ROBERT DOUGLAS MENDENHALL
P. O. Box 345
Lucile, Id 83542


TERRY R. AILOR
929 20th Avenue
Clarkston, Wn 99403

GREGORY MONTGOMERY
Parkwater P. P. Box 11243
Spokane, Wn

DATED This 3rd day of December, 1986.


Robert Douglas Mendenhall


Terry R. Ailor


Gregory Montgomery

STATE OF IDAHO

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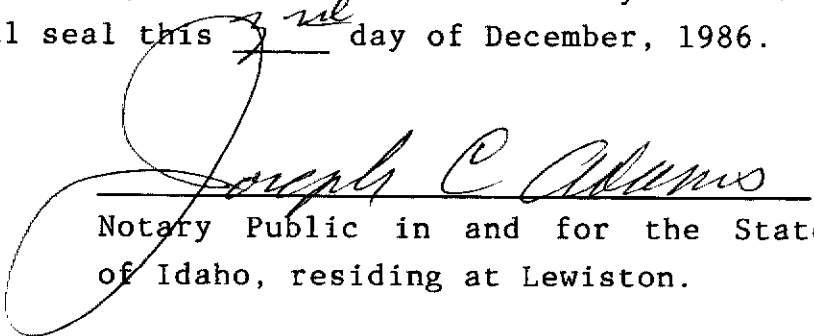
: ss.

County of Nez Perce

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On this 3rd day of December, 1986, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, ROBERT DOUGLAS MENDENHALL, TERRY R. AILOR, AND GREGORY MONTGOMERY, known to me to be the persons whose name are subscribed to the within Instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 3rd day of December, 1986.


Notary Public in and for the State
of Idaho, residing at Lewiston.