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ANDALEX
RESOURCES, INC.
Tower Division

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Josy PAM

ACT/007/048

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Fireproof file w/stand

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FACSIMILE TRANSMITTAL SHEET

DATE: 4-30-99

PLEASE DELIVER THE FOLLOWING PAGES TO:

NAME: PAM

COMPANY: _____

FACSIMILE NUMBER: 801 359-3940

FROM: JOAN SEMBORSKI

TOTAL NUMBER OF PAGES (INCLUDING COVER SHEET): 3

BYLAWS

OF

WEST RIDGE Resources, Inc.

A Utah Corporation

April 1, 1998

SLC1-34521.1 59099-0001

shall be issued in its name, and no property of the corporation shall be mortgaged, pledged, hypothecated, transferred, or conveyed as security for the payment of any loan, advance, indebtedness, or liability of the corporation, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances.

Section 5.03. Deposits. All monies of the corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as from time to time may be selected by any officer or agent authorized to do so by the Board of Directors.

Section 5.04. Checks, Drafts, Etc. All notes, drafts, acceptances, checks, endorsements, and (subject to the provisions of these Bylaws) evidences of indebtedness of the corporation shall be signed by such officer or officers or such agent or agents of the corporation and in such manner as the Board of Directors may from time to time determine. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories shall be in such manner as the Board of Directors may from time to time determine.

→ Section 5.05. Bonds and Debentures. Every bond or debenture issued by the corporation shall be evidenced by an appropriate instrument which shall be signed by the Chairman, the President, or any Vice President and by the Vice President Finance or the Secretary. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the corporation or other trustee designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the corporation's officers named thereon may be a facsimile. In case any officer who signed, or whose facsimile signature has been used on any such bond or debenture, shall cease to be an officer of the corporation for any reason before the same has been delivered by the corporation, such bond or debenture may nevertheless be adopted by the corporation and issued and delivered as though the person who signed it or whose facsimile signature has been used thereon had not ceased to be such officer.

Section 5.06. Sale, Transfer, Etc., of Securities. Sales, transfers, endorsements, and assignments of shares of stocks, bonds, and other securities owned by or standing in the name of the corporation and the execution and delivery on behalf of the corporation of any and all instruments in writing incident to any such sale, transfer, endorsement, or assignment, shall be effected by the Chairman, the President, or any Vice President and by the Vice President Finance or the Secretary, or by any officer or agent thereunto specifically authorized by the Board of Directors.

Section 5.07. Proxies. Proxies to vote with respect to shares of stock of other corporations owned by or standing in the name of the corporation shall be executed and delivered on behalf of the corporation by the Chairman, the President, or any Vice President and by the Secretary or the Vice President Finance of the corporation, or by any officer or agent thereunto specifically authorized by the Board of Directors.