ARTICLES OF INCORPORATION

OF

FEDERAL URANIUM CORPORATION

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CHENEY BUILDING

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(DATE)

JOHN KOONTZ, SECRETARY OF STATE

BY John Koontz
DEPUTY SECRETARY OF STATE

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ARTICLES OF INCORPORATION

-of-

FEDERAL URANIUM CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the General Corporation Laws of the State of Nevada, as approved March 31st, 1925, and all acts amendatory thereto or supplementary the eto, and to that end, DO CERTIFY AS FOLLOWS:

FIRST: That the name of this corporation is:

FEDERAL URANIUM CORPORATION

SECOND: That the location of the principal office of this corporation within the State of Nevada is 139 North Virginia Street, Reno, Washoe County, Nevada. The Nevada Agency and Trust Company is hereby named as the Resident Agent of the above-named corporation and in charge of its said office at Reno, Nevada. That this corporation may maintain an office or offices in such other place or places within or without the State of Nevada as may be, from time to time, designated, may conduct all corporation business of every kind and nature, including the holding of all meetings of Directors and stockholders, outside of the State of Nevada the same as in the State of Nevada.

THIRD: The nature of the business and the objects and purposes for which this corporation is to be formed are to do any and all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

> To engage in and carry on the business of mining, reducing, milling, concentrating, converting, smelting, quarrying, refining, treating, preparing for

market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in all kinds of ores, minerals and metals, and in the products and by-products thereof, of every kind and description, and by whatever process the same can be or may hereafter be produced; and to acquire by discovery, location, patent, grant, purchase or otherwise, to take on lease or under agreement, work, operate, improve, own, hold, use, deal in, sell, exchange, lease, mortgage, convey or otherwise dispose of and deal in and with mines and minerals, quarries, mining rights, claims and locations, and mineral deposits of whatever kind, of any and all yields, returns, outputs and products thereof or therefrom, also mill sites and mills and other works, and any and all properties, real or personal, necessary, suitable or proper, or in any manner available for, or in connection with, any of the mining or other business or operations of the corporation.

To carry on as principals, agents, commission merchants, consignees, or in any capacity whatever, the business of mining, milling, concentrating, converting, smelting, refining, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, copper, lead, uranium, mercury, tungsten, zinc, iron, steel, coal, oil and salines, and all kinds of ores, metals, and minerals, and the products and by-products thereof and of every description.

To build, construct, equip, purchase, maintain, own, control, lease, operate, sell and otherwise acquire and dispose of mills, hoists, smelters, roads, tramways, power houses and plants, manufactories, machinery and equipment necessary, proper or incident to the operations and business of the corporation.

To enter into contracts with other persons, firms or corporations, and with governments, states and political subdivisions thereof, for mining or working mineral deposits, for the operations of canals, ditches and hydraulic works, and for the reduction, treatment, smelting and refining of the ores, minerals, oils, matte and bullion produced by this corporation.

In general, to carry on the business of mining in all its branches, and to that end to acquire, own, improve, develop, sell, lease and convey lands and tenements, or any right, title, interest or privilege therein, and to search, explore and prospect for ores and minerals therein or thereupon.

To buy, own, sell, and lease petroleum lands; to locate petroleum, gas and other mineral lands under the laws of any of the states of the United States, as well as under the laws of any territories of the United States and the laws of any foreign countries or political subdivisions thereof, where permitted by law so to do; to drill and bore wells for oil, water, gas, or any other substance; to buy, sell,

own, lease, construct and operate oil wells and gas wells, machinery, tanks, and pipe lines, and to buy, sell, own, and lease all necessary lands, buildings and personal property in connection therewith and necessary for said purposes; to buy, own, sell, lease, construct, and operate factories, machinery, tanks and pipe lines for the refining and distilling and distribution of petroleum oils, gas, and other hydrocarbons or mixtures thereof.

To mine for, produce, manufacture, refine and deal in petroleum and all its products and all the materials used in such business, and transact other business collateral thereto.

To acquire by purchase or lease or otherwise lands, royalties or any and all other interests of every kind and character in established, new or prospective oil fields of any state of the United States, its territorial possessions, or any other locality, in the world where permitted to so do for the purpose of prospecting for, and obtaining oil, gas, salt, sulphur, or other minerals; and to that end to drill, or cause to be drilled, oil wells, or sink, or cause to be sunk, shafts for mining, and to buy, lease or otherwise acquire drilling rigs or other machinery or apparatus necessary to fully accomplish said purposes; and if oil or other minerals are found, then to market same to the best advantage.

To engage in the transportation of oil, gas, salt, sulphur or other minerals, either produced by this corporation or other persons or corporations, by means of pipe lines, tramways, railroads, boats, barges or other conveyances, or to lease or sublease all or any part thereof to other persons or corporations for the like purpose, and in order to fully carry out said objects and purposes, to purchase, lease, or otherwise acquire, pipe lines, tramways, railroads, boats, barges, tank cars, locomotives, pumping stations, steam plants, air plants and all other machinery, apparatus and paraphernalia necessary or incidental thereto.

To build, construct, lease, purchase or otherwise acquire buildings, machinery and other apparatus for refining, smelting, manufacturing or otherwise working up the products of mineral lands, either produced by this corporation or other persons or corporations, and to refine, smelt, manufacture or otherwise work up the by-products of said minerals and to operate the said plant and market the products or by-products as manufactured to the best advantage.

To engage in a general oil or mineral brokerage business by buying, selling, or otherwise trading in mineral lands or the products or by-products of mineral lands.

To carry on such other business pertaining to oil, gas, salt, sulphur or other minerals as may be found necessary, or desirable or such as is generally engaged in by a corporation of this kind.

To buy, acquire, sell, retain, deal in or otherwise dispose of, absolutely or contingently, petroleum and/or gas properties and interests (whether like or different) and any right, title or interest therein, and to do all other acts and things required to be done in connection therewith, either within the State of Nevada, or any other state or any territory of the United States, or in foreign countries.

To purchase lease contracts, in whole or in part, for oil and gas purposes; to own, hold or mine lands supposed to contain or containing oil and gas and other minerals, and to engage in the business of producing natural gas or manufacturing the same for fuel, illuminating purposes and otherwise, and, in connection therewith, to construct gas lines to and from gas fields, build plants for the conversion or treatment of said gas or the manufacture of synthetic gas, as well as gas lines to purchasers; to acquire franchises, easements and any and all other rights which could or might be conducive to carrying out the purposes aforesaid.

And in addition to its general powers of constructing and operating pipe lines for the transportation of oil in connection with the oil business, and gas in connection with the gas business, to engage in a general pipe line business, and, in connection therewith, to acquire by purchase or otherwise, or by the right of the exercise of eminent domain, rights of way for oil pipe lines, and to construct and maintain such pipe lines for the carriage and transportation of oil and/or gas on its own behalf and hire, from oil wells along the course and route of any such pipe lines, and to construct tanks and maintain same in connection with the operation of said pipelines.

To engage in the business of planting, growing, processing and marketing cotton, wheat, and any and all other agricultural products, and, in connection therewith, to purchase, lease or otherwise acquire lands for said purposes, and to sell, lease or otherwise dispose of such lands or the crops therefrom, and, where necessary, useful or expedient in the judgment of the Board of Directors, to construct plants for the manufacture of products and by-products from any of such agricultural products hereinabove referred to.

To act as agents, trustees, receivers, liquidators, managers, brokers, attorneys or referees or in any other station of trust or confidence in respect to the establishment and promotion of corporations or associations; to acquire, prosecute and execute undertakings, businesses, works, and enterprises of any description in Nevada or elsewhere. To guarantee and investigate the statements by the owners as to the standing, profits, assets and conduct of undertakings, businesses, works, and enterprises of every description in the United States of America and elsewhere.

To examine and inquire into, search for, prospect, explore and obtain information with respect to any business, property or undertaking, mines or property and report on the same, in the United States of America or elsewhere. To establish and promote or assist in establishing or promoting companies or associations for the acquisition, prosecution, and execution of undertakings, businesses, works, projects, and enterprises of any and every description in the United States of America and elsewhere, and to acquire or dispose of and deal in shares and interests in such companies and associations and in any other companies or associations or undertakings thereof. To purchase or take on lease or in exchange, hire or otherwise acquire any real or personal property, rights, franchises or privileges which this company may think suitable or convenient for any of the purposes of its business.

To pay out of the funds of the company all expenses of or incidental to the examination and information in respect to any property, business or undertaking of this or any company and the issue of its shares, stocks, obligations, or securities including brokerage and commission for obtaining such property or undertaking or for placing its shares or underwriting shares, bonds, debentures or otherwise under the laws of Nevada or of any other country, jointly or severally. To promote or establish and in any way to assist in promoting and establishing agencies; to establish and promote and bring out or issue any company, syndicate, association, or partnership whether public or private in the United States of America and elsewhere throughout the world. To enter into any arrangement with any government or authorities, supreme, local, municipal or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authorities any rights, privileges and concessions which the company may think desirable to obtain and which may seem conducive to any objects of the company. Generally to undertake and transact any of the businesses of merchants, capitalists, financial agents, trustees or promoters which seem conducive to any of the objects of the company.

To apply for, purchase, or otherwise acquire any and all letters patent, and similar rights granted by the United States or any other country or government licenses and the like, or any other interest therein, or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of said corporation; to deal in, use, develop, sell, and grant licenses and privileges in respect to said letters patent and similar rights, and to otherwise turn the same to account; to grant rights, privileges, and licenses, exclusive or limited for the use of patents and rights covered, granted and protected by patents, and to grant such rights, privileges, and licenses for the use of the processes covered by patents held or hereafter acquired by

said corporation, and to enter into contracts for the use of the same, and to provide by such contracts for the payment of royalties by the persons to whom such rights, privileges and licenses are granted, and likewise in consideration of the use of such rights, privileges and patents, to require the payment of cash bonuses or the issuance of shares of stock in corporations to whom such rights, privileges or licenses may or shall be granted, and to provide for the payment of other or different remuneration in payment of the use thereof, or benefits to be derived therefrom, and to do any and all things that may be necessary, proper or convenient for the aforesaid purposes; to apply for, take out, acquire, own, use and dispose of trademarks, trade names, copyrights, devices, and improved or secret processes of every sort and description desirable and incidental to the purposes of said corporation.

To purchase, and/or lease, plant sites, town sites, coal lands, oil shale lands, or deposits, timber tracts, oil sand, elaterite deposits, as well as farm lands.

To purchase, in the open market or otherwise, coal lands, oil shales, oil sands, elaterite, gilsonite, wood, wood products and vegetable matter.

To erect and operate carbonization plants, hydrogenation plants, plants for the manufacture of char and coke, power plants, oil refineries, and such other plants and factories which could or might prove beneficial in carrying on the business of the corporation.

To sell and market the products and by-products from any such plants operated by the corporation, and in connection with such marketing, to establish and maintain sales representatives or agencies wherever designated by the Board of Directors.

To carry on a general coal mining and coking business, including the extraction, refining, processing, both by low and high temperature carbonization and by any other adaptable method of treating, and the marketing both on a wholesale and retail basis of coal and all the by-products thereof.

To acquire leases and prospecting permits upon deposits of uranium ore, thorium ore, coal, phosphate, other mineral deposits, sodium, gas, oil, oil shale lands or deposits, oil sands, elaterite, gilsonite deposits and lands containing such deposits owned by the United States, or owned by the various individual states of the Union, the territories or possessions of the United States, or any foreign country, and search or prospect for mineral or any other type deposit as authorized in such leases or permits. To engage in serial mapping and seismograph work under contract or otherwise.

To own and operate experimental plants for the determination of any and every kind of industrial process.

To construct or otherwise acquire, and to maintain and operate a hotel or hotels; to buy and sell real estate, to construct or otherwise acquire houses for the use of its employees, and to sell, lease or otherwise deal with said houses; to engage in any business connected with the health, comfort or welfare of its employees; to acquire water rights and privileges, construct pipe lines and mains and establish waterworks with all necessary equipment, and to use, furnish, sell, and supply water; to locate, buy, sell, lease, construct, or otherwise acquire and maintain and operate a plant or plants to generate and produce electricity, and to store, use, furnish, sell and supply the same for lighting, heating, power or mechanical purposes.

To carry on a general mercantile or merchandise business, and to purchase, sell, and deal in such goods, supplies, and merchandise as are or may be sold in a general store. To engage in the general lumber, timber, milling, and allied interests together with the building of such railroads, logging roads, and other things necessary in the full and complete operation thereof.

To buy, sell, lease, improve and mortgage land.

To manufacture, buy, sell, and deal in, export, and import any and every kind or description of material, merchandise, products, or other property, and to act as purchasing and selling agents, therefor.

To build, own, and operate tramways, wagon roads, truck lines, railroads, or other means of transportation, as a common carrier or otherwise.

To loan or advance money to individuals, firms, or corporations on open account, or on personal or corporate notes of such individuals, firms or corporations with or without security.

To enter into contracts of all kinds with firms, individuals, corporations, and civil, municipal, state or governmental authorities, whenever the same shall be authorized by the directors of this corporation, or by the By-Laws of this company.

To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of, and deal in real and personal property at any such place or places.

To buy, sell, own and deal in real estate, livestock, bonds, securities and other properties of all kinds, on its own account and for commission, in the United States and elsewhere.

To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital

stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on such securities held by it, and do any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corpora business; to purchase, receive, hold and dispo of any securities of any person or corporation, w ther such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals.

To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving, buildings, and planting, paving, draining, letting on building leases or building agreements, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others. To engage in general insurance, brokerage business for the purpose of selling fire, marine, accident, liability, collision, theft, property damage and other insurance. To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaries, contractors, brokers, and commission merchants and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation granted to it by right of its existence, as outlined in Sections Eight and Nine of the Nevada Corporation Act; and are

in furtherance of and in addition to, and not in limitation of the general powers conferred by the laws of the State of Nevada.

It is the intention that the purposes, objects and powers specified in this Article Third and all subdivisions thereof shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, and powers specified in this Article Third shall be regarded as independent purposes, objects and powers.

FOURTH: The authorized capitalization of the corporation shall be TWO MILLION FIVE HUNDRED THOUSAND DOLLARS ($2,500,000.00), divided into Five Million (5,000,000) Shares of common, non-assessable stock with the par value of FIFTY CENTS ($ .50) per share.

Each holder of stock shall be entitled to one vote for each share of stock held by such stockholder.

The Board of Directors may, from time to time, sell any or all of the then-unissued capital stock of the corporation, whether the same be any of the original authorized capital or of any increase thereof, without first offering the same to the stockholders then existing; and all such sales may be made upon such terms and conditions as by the Board may be deemed advisable.

FIFTH: The members of the governing board of this corporation shall be styled "Directors" and the number of said directors shall be three (3); provided, however, that the Board of Directors may, at any meeting, by resolution, increase

the number of such Board of Directors to not more than eleven (11). If at any time the number of directors shall be increased, additional directors may be elected by the affirmative vote of a majority of the existing and acting directors, and if at any time a vacancy caused by the removal of a director pursuant to the Act under which this corporation is incorporated, such vacancy shall be filled by the affirmative vote of a majority of the remaining directors. Directors elected by the Board of Directors to increase the Board as stated above or to fill vacancies shall hold their offices until the next annual stockholders meeting.

The Board of Directors may appoint any three members thereof to act as an Executive Committee to serve during the life of the Board that appoints it, or until further action of the Board.

The names and post office addresses of the first Board of Directors are as follows:

NAME	ADDRESS
HAYES E. SHAFFER,	139 North Virginia Street, Reno, Nevada,
H. M. VORHEIS,	139 North Virginia Street, Reno, Nevada,
L. WRIGHT,	139 North Virginia Street, Reno, Nevada.

SIXTH: That the capital stock of the holders thereof, after the amount of the subscription price has been paid in, shall not be subject to any assessment to pay the debts of the corporation or for any other purpose.

SEVENTH: That the name and post office address of each incorporator signing the Articles of Incorporation is as follows:

NAME	ADDRESS
HAYES E. SHAFFER,	139 North Virginia Street, Reno, Nevada,
H. M. VORHEIS,	139 North Virginia Street, Reno, Nevada,
L. WRIGHT,	139 North Virginia Street, Reno, Nevada.

EIGHTH: That this corporation is to have perpetual existence.

NINTH: That the private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

1. To hold their meetings, to have one or more offices, and to keep the books of the company, except as may be otherwise specifically provided by the laws of the State of Nevada, within or without the State of Nevada, at such places as may be, from time to time, designated by them;

2. To determine, from time to time, whether, and if allowed, under what conditions and regulations the accounts and books of the company (other than the books required by law, to be kept at the principal office of the corporation in Nevada), if any of them shall be open to inspection of the stockholders and the stockholders' rights in this respect are and shall be restricted or limited accordingly;

3. To make, alter, amend and rescind the By-Laws of the company, to fix the amount to be reserved as working capital, and fix the times for the declaration and payment of dividends, to authorize and cause to be executed mortgages and liens upon the real and personal property of the company, provided always that a majority of the whole Board shall concur therein;

4. In order to promote the interest of the company and to encourage the utilization of the company's lands and other property, to sell, assign, transfer, lease and in any lawful manner dispose of such portions of said property as the Board of Directors shall deem advisable, and to use and apply the funds received in payment therefor to the surplus account for the benefit of the company, or the payment of dividends, or otherwise; provided, that a majority of the whole board concurs therein and further, provided that the capital stock shall not be decreased except in accordance with the laws of the State of Nevada; and

5. By resolution passed by a majority of the whole Board, under suitable provisions of the By-Laws, to designate two or more of their number to constitute an executive committee, which committee shall, for the time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated to the management of the business and affairs of the company, and shall have power to authorize the seal of the company to be affixed to all papers which may require it.

We, the undersigned, being each of the original incorporators, for the purpose of forming a corporation to do business both within and without the State of Nevada, and in pursuance of the General Corporation Law of the State of Nevada, effective March 31, 1925, and as subsequently amended, do make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true and accordingly have hereunto affixed our signatures this 3rd day of January, 19 55.

Hayes E. Shaffer

H. M. Vorheis

L. Wright

STATE OF NEVADA,)
) ss.
COUNTY OF WASHOE.)

On this 3rd day of January, 19 55, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared HAYES E. SHAFFER, H. M. VORHEIS and L. WRIGHT, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

J. Stearns
NOTARY PUBLIC, in and for said County and State.

My Commission expires:
May 26, 1955.