THE STATE OF NEVADA

DEPARTMENT OF STATE

I, JOHN KOONTZ, *the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of*

AGREEMENT OF MERGER

BETWEEN

RADOROCK RESOURCES, INC. #31968

AND

FEDERAL URANIUM CORPORATION #30778

The surviving corporation to be known as

"FEDERAL RESOURCES CORPORATION"

as the same appears on file and of record in this Department.

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this* 2nd *day of* MAY A. D. 19 60

John Koontz
Secretary of State

2270

Form 28

30778 30778

(CONFORMED COPY)

#3815

40001

AGREEMENT OF MERGER

BETWEEN

RADOROCK RESOURCES, INC. #31968

AND

#4146

#3815

FEDERAL URANIUM CORPORATION #30778

THE SURVIVING CORPORATION TO BE KNOWN AS

"FEDERAL RESOURCES CORPORATION"

Dated as of February 23, 1960

MAY SECRETARY OF STATE

AGREEMENT OF MERGER dated as of the 23rd day of February, 1960, made and entered into by and between RADOROCK RESOURCES, INC. (hereinafter sometimes referred to as "Radorock") and a majority of the directors thereof and FEDERAL URANIUM CORPORATION (hereinafter sometimes referred to as "Federal" or the "Surviving Corporation") and a majority of the directors thereof (said two Corporations being hereinafter sometimes referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Radorock was organized pursuant to the General Corporation Law of the State of Nevada by Articles of Incorporation filed in the Office of the Secretary of State of the State of Nevada on December 27, 1955, and the principal office of Radorock in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe, and the name of its resident agent in said City is The Corporation Trust Company of Nevada, at the same address; and

WHEREAS, Federal was organized pursuant to the General Corporation Law of the State of Nevada by Articles of Incorporation filed in the Office of the Secretary of the State of the State of Nevada on January 4, 1955, and the principal office of Federal in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe, and the name of its resident agent in said City is The Corporation Trust Company of Nevada, at the same address; and

WHEREAS, Radorock is authorized to issue 7,500,000 shares of Common Stock, par value 10¢ per share, of which at the date hereof 6,289,171 shares are issued and outstanding and an additional 7,090 shares are reserved for issuance upon exercise of warrants to purchase before 3:30 P. M., April 13, 1960, shares of said Common Stock at the price of $15.38 per share; and

WHEREAS, Federal is authorized to issue 7,500,000 shares of Common Stock, par value $.50 per share, of which at the date hereof 5,627,493 shares are issued and outstanding (including 34,800 shares in the treasury) and an additional 70,000 shares are reserved for issuance to certain officers of Federal upon exercise of options to purchase said shares;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, promises, covenants, grants and provisions herein contained, it is hereby agreed by and between the parties hereto, subject to the adoption of this Agreement of Merger by the respective stockholders of each of the Constituent Corporations, and subject to the conditions hereinafter set forth, that Radorock be merged into and with Federal, the corporate existence of which shall be continued under the name

of "Federal Resources Corporation", and thereafter the separate existence of Radorock shall cease; that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner and basis of causing the shares of each of the Constituent Corporations to constitute or be converted into shares of the Surviving Corporation are and shall be as hereinafter set forth; and that the Articles of Incorporation of Federal shall, upon the Effective Date (as hereinafter defined), be, and be deemed to be, amended as hereinafter set forth:

ARTICLE I

Except as hereinafter otherwise specifically set forth, the identity, existence, purposes, franchises, powers, rights, privileges and immunities of Federal shall continue unaffected and unimpaired by the merger, and the identity, existence, purposes, franchises, powers, rights, privileges and immunities of Radorock shall be merged into Federal and Federal shall be fully vested therewith, subject to all the restrictions, disabilities and duties of both the Constituent Corporations.

ARTICLE II

The Articles of Incorporation of the Surviving Corporation shall, on the Effective Date, be and be deemed to be amended to read as follows (the term "Corporation" as used in this Article II referring to the Surviving Corporation):

FIRST: The name of the Corporation is Federal Resources Corporation.

SECOND: The principal office of the Corporation in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe. The name and address of the resident agent of the Corporation is The Corporation Trust Company of Nevada, No. 206 North Virginia Street, Reno, Nevada.

THIRD: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by the Corporation are:

> 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, to 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 any and al lkinds 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, and bullion produced by the 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 transact any manufacturing or mining business and to purchase or otherwise acquire, to hold or own, to mortgage, sell, pledge, assign, transfer or otherwise dispose of and to invest, trade and deal in goods, wares and merchandise and property of every class and description;

To acquire, collect, explore, develop, refine, process, store, utilize, sell, transport, transmit, distribute or otherwise use, apply or dispose of any and all natural resources, of whatever nature or character and wherever located, and whether now known or hereafter discovered;

To acquire, buy, hold, invest in, sell, lease, exchange, deal in, manage, operate, control, improve, develop, explore, maintain and dispose of lands, properties, leases, mineral rights, roy-

alties, participations and other interests of whatsoever nature in petroleum and other oils, gas, coal, sulphur, lignite, sand, clay, gravel, stone and other minerals and mineral substances, salt, brine and other mineral solutions in any form or of any kind whatsoever;

To acquire, buy, hold, store, use, own, sell, lease, exchange, dispose of, transport, transmit, distribute, deal in, manufacture, produce, refine, furnish and supply petroleum and other oils, gas, coal, sulphur, lignite, sand, clay, gravel, stone and other minerals and mineral substances, salt, brine and other mineral solutions in any form or of any kind whatsoever, and any substances, articles or things of which or in the production of which petroleum, other oils, gas, minerals or mineral substances or mineral solutions form a part;

To produce, manufacture, buy or otherwise acquire, distribute, use, sell or otherwise dispose of petroleum and other oils, natural gas or artificial gas or a mixture of natural and artificial gas for light, heat, power and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor and any and all equipment and appurtenances relating or incident thereto;

To search, prospect and explore for, mine, drill, extract, remove, produce, acquire by purchase or otherwise, own, use, store, transport, sell or otherwise dispose of, refine, distill, concentrate, synthesize, treat chemically, recycle, mill, manufacture, process and reprocess all ores, minerals, gases and other natural or artificial substances, and all products, by-products and residual products thereof or therefrom, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy, whether now known or hereafter invented or discovered;

To build, manufacture, fabricate, construct, assemble, design, develop, experiment with, produce, purchase, charter, hire, or otherwise acquire, own, maintain, hold, operate, use, install, equip, replace, service, process, reprocess, repair, remodel, recondition, sell, lease, transfer, assign, mortgage, pledge or otherwise dispose of, trade and deal in nuclear reactors and related and associated devices, power units and plants, heating units and plants, engines, machines, mechanisms, facilities, installations, tools, implements, instruments, measuring, indicating or detecting devices, appliances and apparatus of whatsoever kind and description, whether now known or hereafter invented or discovered, making use of, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy;

To devise, experiment with, develop, improve, service, manufacture, produce, sell, lease or otherwise dispose of, market, deal and trade in substances, products and by-products, including

radioactive isotopes of long and short life, and procedures, processes and applications in agriculture, horticulture, commerce, industry, medicine, military affairs, or any and all other fields of human endeavor, including the treatment, preparation and preservation of foods, beverages, drugs, and medicinal products, making use of, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy, whether now known or hereafter invented or discovered;

To buy, lease and otherwise acquire lands and interests in lands of every kind and description and wheresoever situated; to buy, lease and otherwise acquire, and to construct and erect buildings and structures in and on such lands for any use or purpose; to hold, own, improve, develop, maintain, operate, let, lease, mortgage, sell, or otherwise dispose of such property or any thereof; to equip and operate warehouses, office buildings, hotels, apartment houses, apartment hotels, theatres, restaurants, and cafes, or any other buildings and structures of whatsoever kind;

To acquire, buy, hold, own, lease, manage and control lands, interests in lands, concessions, railroads, canals, water courses, dams, irrigation systems, drainage systems, structures, buildings, factories, shops, warehouses, machinery, tools, ships, boats, cars, trucks, busses, engines, aircraft and any other property, real and personal, of whatsoever kind, and to do any acts necessary or convenient in connection with the exercise of the foregoing powers;

To plan, design, construct, alter, repair, remove or otherwise engage in any work upon bridges, railroads, dams, canals, piers, docks, wharves, buildings, structures, foundations, mines, shafts, tunnels, wells, water works and all kinds of structural excavations and subterranean work and generally to carry on the business of contractors and engineers;

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresover situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporations, associations or trust estates, domestic or foreign, or of any firm or individual or of the United States or any of the states, territories or dependencies of the United States, the District of Columbia, or of any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor stocks, bonds or other securities or evidences of indebtedness of the Corporation, and, while the owner or holder of any such property, to receive, collect and dispose of the interest, divi-

dends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting power thereon;

To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly, or in which, or in the welfare of which, the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of any corporation, association, partnership, syndicate or entity, domestic or foreign; and to enter into general partnerships, limited partnerships, joint ventures, syndicates, pools, associations and other arrangements;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or to confer such right to vote to voting trustees;

To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects;

To purchase, hold, sell and transfer the shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real and personal property of every class and description in any of the several states, territor-

ies, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries; and

To do all and everything necessary and proper for the accomplishment of the objects enumerated hereinbefore or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

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 powers of the Corporation.

FOURTH: The amount of the total authorized capital stock of the Corporation is $5,000,000, consisting of 10,000,000 shares of Common Stock, par value 50 cents per share.

Each holder of common stock shall be entitled to one vote in respect of each share of common stock held.

No holder of stock shall have any right, as such holder, to purchase or subscribe for or otherwise acquire any shares of stock, or any securities or obligations convertible into or any right or option to purchase, any shares of stock at any time hereafter issued or sold, but any and all such stock, obligations, rights and options may be issued and disposed of by the Board of Directors to such persons, firms, corporations and associations and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same or any thereof to the stockholders.

Without action by the stockholders, shares of stock may be issued by the Board of Directors from time to time for such consideration, not less than the par value thereof, and upon such terms as may be fixed from time to time by the Board of Directors and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable for any further assessment thereon for any purpose whatsoever, and the holders of such shares shall not be liable for any further call or assessment thereon or for any further payment thereon for any purpose whatsoever.

FIFTH: The members of the governing board shall be known as directors and the number thereof shall be not less than three nor more than nine, the exact number to be fixed by the by-laws of the

Corporation, provided that the number so fixed by the by-laws may be increased or decreased within the limit above specified from time to time by by-law. It is not necessary for a director to be a stockholder.

SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid in, shall be subject to no further assessment to pay debts of the Corporation.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the Corporation.

To fix the amount to be reserved as working capital over and above capital stock of the Corporation paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the original or duplicate stock ledger), or any of them, shall be open to inspection of stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or the Board of Directors.

By resolution or resolutions, passed by a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and

outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as said Board of Directors may deem expedient and in the best interests of the Corporation.

NINTH: Meetings of stockholders may be held without the State of Nevada, if the by-laws so provide. The books of the Corporation may be kept (subject to the provisions of the statutes) outside of the State of Nevada at such places as may be from time to time designated by the Board of Directors or in the by-laws of the Corporation. The Board of Directors may prescribe a period not exceeding sixty days prior to any meeting of the stockholders during which no transfer of stock on the books of the Corporation may be made, or may fix a day not more than sixty days prior to the holding of any such meeting as the day as of which stockholders entitled to notice of and to vote at such meeting shall be determined; and only stockholders of record on such day shall be entitled to notice of or to vote at such meeting.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE III

The By-Laws of Federal, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, until altered, amended or repealed, as provided herein.

ARTICLE IV

The names of the Directors of the Surviving Corporation who, subject to the provisions of the By-Laws of the Surviving Corporation and the laws of the State of Nevada, shall hold office until the first annual meeting of the stockholders of the Surviving Corporation held subsequent to the Effective Date or the election and qualification of their respective successors, are as follows:

Name	*Address*
William H. Gibson	103 West Second South, Salt Lake City, Utah
Lester S. Harrison	Box 600, Kellogg, Idaho
J. Eastman Hatch	610 Continental Bank Bldg., Salt Lake City, Utah
Ralph W. Neyman	1370 South Third West, Salt Lake City, Utah
Bruce W. Odlum	Indio, California
Melvin D. Rueckhaus	211 Central Avenue, N.W., Albuquerque, N. M.
Nels W. Stalheim	1352 Third Avenue, Salt Lake City, Utah

The names of the Officers of the Surviving Corporation who, subject to the provisions of the By-Laws of the Surviving Corporation and the laws of the State of Nevada, shall hold office until the appointment of their respective successors are as follows:

Name	*Title*
Nels W. Stalheim	Chairman of the Board and Chief Executive Officer
Ralph W. Neyman	President
Bruce W. Odlum	Vice President
Donald V. Peters	Secretary-Treasurer

ARTICLE V

The mode of carrying into effect the merger herein provided for and the manner and basis of converting the shares of stock of the Constituent Corporations into shares of stock of the Surviving Corporation shall be as follows:

Each share of Common Stock of Radorock shall be converted into one share of Common Stock, par value 50 cents per share, of the Surviving Corporation.

Each share of Common Stock of Federal shall be converted into one share of Common Stock, par value 50 cents per share, of the Surviving Corporation.

All shares of stock of either Constituent Corporation held by the other Constituent Corporation, and all shares of stock of either Constituent Corporation held by such Constituent Corporation in its treasury, in each case on the Effective Date, shall be surrendered to the Surviving Corporation for cancellation and no shares of Common Stock of the Surviving Corporation shall be issued or issuable in respect thereof.

All shares of Common Stock of the Surviving Corporation issued to holders of shares of stock of either of the Constituent Corporations shall be issued in full satisfaction of all rights pertaining to the respective shares of stock of the Constituent Corporations.

For purposes of this Agreement of Merger, each person, firm, association or corporation, entitled on the Effective Date to receive any shares of stock of either of the Constituent Corporations, shall be deemed to be a holder of the shares of stock of either of said corporations which such person, firm, association or corporation is so entitled to receive. Upon appropriate surrender of the evidence of such rights, the Surviving Corporation shall issue to each such person, firm, association or corporation certificates for shares of its stock upon the basis, at the rate and in the amounts as if such person, firm, association or corporation had theretofore received and held the shares of stock of the Constituent Corporation to which he or it may then be entitled.

As soon as possible after the Effective Date, the Surviving Corporation shall cause to be prepared certificates representing shares of its Common Stock. Thereafter, any holder of an outstanding certificate or certificates for shares of common stock of Federal or Radorock may surrender the same, duly endorsed and executed as the Board of Directors of the Surviving Corporation may require, to the Surviving Corporation for cancellation and shall receive in exchange therefor a certificate or certificates representing the number of full shares or one-half shares of Common Stock of the Surviving Corporation to which such holder shall be entitled. Until so surrendered, each such outstanding certificate shall be deemed for all corporate purposes to evidence the ownership of the number of shares of Common Stock of the Surviving Corporation to which the holder thereof shall be entitled.

No fractional shares of Common Stock of the Surviving Corporation will be issued to stockholders of Radorock in exchange for their Radorock certificates. Cash payments will be made in lieu of any fractional interests which they shall be entitled to receive. The amount of any such cash payment shall be based upon the net sale price of such fractional interest which shall be consolidated with other such fractional interests and sold, at public or private sale, from time to time by the Transfer Agent for the Surviving Corporation, as agent for the stockholders of the Surviving Corporation.

ARTICLE VI

Upon the merger becoming effective, the separate existence of Radorock shall cease and Radorock and Federal shall thereupon be merged into the Surviving Corporation which shall possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, and be sub-

ject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Corporations, shall not revert or be in any way impaired; provided that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. If at any time the Directors of the Surviving Corporation shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of either of the Constituent Corporations, said Constituent Corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger.

The Surviving Corporation shall pay all expenses of the merger.

ARTICLE VII

This Agreement of Merger shall be submitted to the stockholders of each of the Constituent Corporations as provided by law and, upon the adoption thereof by the holders of not less than a majority of each class of the issued and outstanding shares of capital stock of Radorock and Federal, the fact of the adoption of this Agreement of Merger by each of said corporations shall be certified by the secretary or an assistant secretary of each such corporation under the corporate seal thereof and it shall be executed and acknowledged and shall be taken and deemed to be the agreement and act of merger of the Constituent Corporations upon the filing of this Agreement of Merger in accordance with the provisions of the laws of the State of Nevada and the recording thereof, duly certified by the Secretary of State of Nevada under the seal of his office, in the Office of the Clerk of the County of Washoe, Nevada, with evidence of such adoption in the manner and form required by law. Upon the completion of the aforesaid filing and recording of this Agreement,

this Agreement shall take effect and shall be effective, the date of the recording in the Office of the Clerk of Washoe County being deemed to be the "Effective Date".

Notwithstanding the foregoing, this Agreement of Merger may be terminated and the merger herein provided for may be abandoned at any time prior to the Effective Date:

(a) By mutual consent of the Boards of Directors of the Constituent Corporations;

(b) At the election of the Board of Directors of either of the Constituent Corporations if:

(1) Any material litigation or proceedings shall be instituted or threatened against either of the Constituent Corporations, or any of their respective assets, or any new legislation, Federal or state, shall be enacted, which, in the judgment of such Board, renders it impracticable to proceed with the merger,

(2) Any substantial property of either of the Constituent Corporations shall be damaged or destroyed by fire or other casualty, whether or not insured, if such damage or destruction would, in the judgment of such Board, materially and adversely affect the conduct of the business of the Surviving Corporation.

(3) Any materially adverse change shall occur in the business or operations of either of the Constituent Corporations which, in the judgment of such Board, renders it against the best interest of their stockholders to proceed with the merger,

(4) The merger provided for herein shall not have been approved by the stockholders of both of the Constituent Corporations on or before April 30, 1960,

(5) Either of the Constituent Corporations shall be permanently restrained from taking any step necessary to effectuate the merger by a court having jurisdiction, or

(6) In the judgment of such Board (which shall be reasonably exercised), the number of objections to the merger by stockholders of the Constituent Corporations and the potential or maximum liability of the Surviving Corporation which might result from demands by such stockholders for appraisal of their stock, render the merger impracticable, undesirable or not in the best interests of their stockholders.

In the event of an election pursuant to the foregoing provisions to terminate this Agreement and to abandon the merger by the Board of Directors of either of the Constituent Corporations, written notice of such election shall forthwith be given to the other and thereupon this Agreement shall be-

come wholly void and of no effect and there shall be no liability on the part of either of the Constituent Corporations or their respective Boards of Directors or stockholders as a result of such termination and abandonment.

Any notice given hereunder shall be sufficiently given when deposited in the United States mails, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed as the case may be to Radorock Resources, Inc., c/o Donald V. Peters, Secretary, 1370 South Third West Street, Salt Lake City 15, Utah, or to Federal Uranium Corporation, c/o Donald V. Peters, Secretary, 1370 South Third West Street, Salt Lake City 15, Utah.

If the merger shall not become effective for any reason, each of the Constituent Corporations agrees to pay its own expenses in connection with the negotiations leading to the same and preparations made for carrying the same into effect.

ARTICLE VIII

Prior to the Effective Date, neither of the Constituent Corporations will engage in any activity or transaction or incur any obligation (whether by contract or otherwise), except in the ordinary course of business, without first obtaining the written consent of the other Constituent Corporation. Without limiting the generality of the foregoing, neither of the Constituent Corporations will, without the written consent of the other Constituent Corporation, (1) issue or sell or issue rights or options to purchase or subscribe for, or combine or subdivide, any shares of its capital stock, or (2) pay or declare any dividend or other distribution on the shares of its capital stock.

ARTICLE IX

Radorock, to the extent and only to the extent that its corporate existence may be continued by statute for the protection of creditors after the Effective Date, does hereby designate The Corporation Trust Company of Nevada, 206 North Virginia Street, Reno, Nevada as its agent in the State of Nevada for service of process in any proceeding in enforcement of obligations, protected by statute, to creditors of such corporation.

In Witness Whereof, each of the Constituent Corporations has caused these presents to be signed by a majority of the members of its Board of Directors and its corporate seal to be hereunto affixed and attested all as of the day and year first above written.

DIRECTORS OF RADOROCK RESOURCES, INC.

LESTER S. HARRISON

(Corporate Seal)

FREEBORN G. JEWETT, JR.

B. W. ODLUM

WILLIAM H. GIBSON

NELS W. STALHEIM

ATTEST:

DENNIS MCCARTHY

DONALD V. PETERS
Secretary

J. EASTMAN HATCH

DIRECTORS OF FEDERAL URANIUM CORPORATION

LESTER S. HARRISON

FREEBORN G. JEWETT, JR.

(Corporate Seal)

OWEN J. WARD

WILLIAM H. GIBSON

R. W. NEYMAN

NELS W. STALHEIM

B. W. ODLUM

ATTEST:

MELVIN D. RUECKHAUS

DONALD V. PETERS
Secretary

J. EASTMAN HATCH

The undersigned, Donald V. Peters, Secretary of RADOROCK RESOURCES, INC., one of the Constituent Corporations mentioned in the within Agreement of Merger, on behalf of said Corporation HEREBY CERTIFIES as follows:

The within Agreement of Merger has been submitted to the stockholders of RADOROCK RESOURCES, INC., at a meeting thereof duly called and held in accordance with the provisions of Section 78.470 of the General Corporation Law of Nevada, Nevada Revised Statutes, 1957, on the 22nd day of April, 1960, and at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of said Agreement of Merger, and the votes by the stockholders of said Corporation representing 5,106,996 shares of Common Stock of said Corporation, being not less than a majority of each class of the issued and outstanding shares of said Corporation, were for the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of RADOROCK RESOURCES, INC., this 22nd day of April, 1960.

DONALD V. PETERS
Secretary

(Corporate Seal)

The undersigned, Donald V. Peters, Secretary of FEDERAL URANIUM CORPORATION, one of the Constituent Corporations mentioned in the within Agreement of Merger, on behalf of said Corporation HEREBY CERTIFIES as follows:

The within Agreement of Merger has been submitted to the stockholders of FEDERAL URANIUM CORPORATION, at a meeting thereof duly called and held in accordance with the provisions of Section 78:470 of the General Corporation Law of Nevada, Nevada Revised Statutes, 1957, on the 22nd day of April, 1960, and at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of said Agreement of Merger, and the votes of the stockholders of said Corporation representing 3,518,481 shares of Common

Stock of said Corporation, being not less than a majority of each class of the issued and outstanding shares of said Corporation, were for the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of FEDERAL URANIUM CORPORATION this 22nd day of April, 1960.

DONALD V. PETERS
Secretary

(Corporate Seal)

IN WITNESS WHEREOF, this Agreement of Merger, duly adopted by both of the Constituent Corporations named herein, has been signed and acknowledged by the proper officers of each of said Constituent Corporations under the corporate seals thereof as required by law.

RADOROCK RESOURCES, INC.

(Corporate Seal)

By NELS W. STALHEIM
President

ATTEST:

DONALD V. PETERS
Secretary

FEDERAL URANIUM CORPORATION

(Corporate Seal)

By R. W. NEYMAN
President

ATTEST:

DONALD V. PETERS
Secretary

STATE OF NEVADA
COUNTY OF WASHOE } ss.:

On this 22nd day of April, A.D. 1960, personally appeared before me, a notary public in and for Washoe County, NELS W. STALHEIM, known to me to be President of RADOROCK RESOURCES, INC., a duly authorized person executing the same on behalf of said Corporation that executed the foregoing instrument, and, upon oath, did depose that he is the officer of said Corporation as above designated; that he is acquainted with the seal of said Corporation and the seal affixed to said instrument is the seal of said Corporation; that the signatures to said instrument were made by the officers of said Corporation as indicated after said signatures; and that the said Corporation executed the said instrument 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 at my office in the County of Washoe, the day and year in this certificate first above written.

(Notarial Seal)

CATHERINE TWEEDT
Notary Public

My commision expires Sept. 24, 1963

STATE OF NEVADA
COUNTY OF WASHOE } ss.:

On this 22nd day of April, A.D. 1960, personally appeared before me, a notary public in and for Washoe County, RALPH W. NEYMAN, known to me to be the President of FEDERAL URANIUM CORPORATION, a duly authorized person executing the same on behalf of said Corporation that executed the foregoing instrument, and, upon oath, did depose that he is the officer of said Corporation as above designated; that he is acquainted with the seal of said Corporation and the seal affixed to said instrument is the seal of said Corporation; that the signatures to said instrument were made by the officers of said Corporation as indicated after said signatures; and that the said Corporation executed the said instrument 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 at my office in the County of Washoe, the day and year in this certificate first above written.

(Notarial Seal)

CATHERINE TWEEDT
Notary Public

My commision expires Sept. 24, 1963

THE STATE OF NEVADA

Department of State.

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of

AGREEMENT OF MERGER

BETWEEN

RADOROCK RESOURCES, INC.

AND

FEDERAL URANIUM CORPORATION

The surviving corporation to be known as

"FEDERAL RESOURCES CORPORATION"

as the same appears on file and of record in this Department

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 2nd day of May A.D. 1960.

John Koontz
Secretary of State

#3968

40138

(CONFORMED COPY)

AGREEMENT OF MERGER

BETWEEN

RADOROCK RESOURCES, INC.

AND

FEDERAL URANIUM CORPORATION

THE SURVIVING CORPORATION TO BE KNOWN AS

"FEDERAL RESOURCES CORPORATION"

Filed at the request of
WOODBURN, FORMAN, WEDGE, BLAKEY & THOMPSON ATTYS. AT LAW
206 N. Virginia St., Reno, Nevada
MAY 2 1960
JOHN KOONTZ, Secretary of State
By John Koontz
~~Deputy~~ Secretary of State
NO. 11-1955
Filing Fee $ 75.00

Dated as of February 23, 1960

AGREEMENT OF MERGER dated as of the 23rd day of February, 1960, made and entered into by and between RADOROCK RESOURCES, INC. (hereinafter sometimes referred to as "Radorock") and a majority of the directors thereof and FEDERAL URANIUM CORPORATION (hereinafter sometimes referred to as "Federal" or the "Surviving Corporation") and a majority of the directors thereof (said two Corporations being hereinafter sometimes referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Radorock was organized pursuant to the General Corporation Law of the State of Nevada by Articles of Incorporation filed in the Office of the Secretary of State of the State of Nevada on December 27, 1955, and the principal office of Radorock in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe, and the name of its resident agent in said City is The Corporation Trust Company of Nevada, at the same address; and

WHEREAS, Federal was organized pursuant to the General Corporation Law of the State of Nevada by Articles of Incorporation filed in the Office of the Secretary of the State of the State of Nevada on January 4, 1955, and the principal office of Federal in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe, and the name of its resident agent in said City is The Corporation Trust Company of Nevada, at the same address; and

WHEREAS, Radorock is authorized to issue 7,500,000 shares of Common Stock, par value 10¢ per share, of which at the date hereof 6,289,171 shares are issued and outstanding and an additional 7,090 shares are reserved for issuance upon exercise of warrants to purchase before 3:30 P. M., April 13, 1960, shares of said Common Stock at the price of $15.38 per share; and

WHEREAS, Federal is authorized to issue 7,500,000 shares of Common Stock, par value $.50 per share, of which at the date hereof 5,627,493 shares are issued and outstanding (including 34,800 shares in the treasury) and an additional 70,000 shares are reserved for issuance to certain officers of Federal upon exercise of options to purchase said shares;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, promises, covenants, grants and provisions herein contained, it is hereby agreed by and between the parties hereto, subject to the adoption of this Agreement of Merger by the respective stockholders of each of the Constituent Corporations, and subject to the conditions hereinafter set forth, that Radorock be merged into and with Federal, the corporate existence of which shall be continued under the name

of "Federal Resources Corporation", and thereafter the separate existence of Radorock shall cease; that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner and basis of causing the shares of each of the Constituent Corporations to constitute or be converted into shares of the Surviving Corporation are and shall be as hereinafter set forth; and that the Articles of Incorporation of Federal shall, upon the Effective Date (as hereinafter defined), be, and be deemed to be, amended as hereinafter set forth:

ARTICLE I

Except as hereinafter otherwise specifically set forth, the identity, existence, purposes, franchises, powers, rights, privileges and immunities of Federal shall continue unaffected and unimpaired by the merger, and the identity, existence, purposes, franchises, powers, rights, privileges and immunities of Radorock shall be merged into Federal and Federal shall be fully vested therewith, subject to all the restrictions, disabilities and duties of both the Constituent Corporations.

ARTICLE II

The Articles of Incorporation of the Surviving Corporation shall, on the Effective Date, be and be deemed to be amended to read as follows (the term "Corporation" as used in this Article II referring to the Surviving Corporation):

FIRST: The name of the Corporation is Federal Resources Corporation.

SECOND: The principal office of the Corporation in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe. The name and address of the resident agent of the Corporation is The Corporation Trust Company of Nevada, No. 206 North Virginia Street, Reno, Nevada.

THIRD: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by the Corporation are:

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, to 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 any and al lkinds 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, and bullion produced by the 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 transact any manufacturing or mining business and to purchase or otherwise acquire, to hold or own, to mortgage, sell, pledge, assign, transfer or otherwise dispose of and to invest, trade and deal in goods, wares and merchandise and property of every class and description;

To acquire, collect, explore, develop, refine, process, store, utilize, sell, transport, transmit, distribute or otherwise use, apply or dispose of any and all natural resources, of whatever nature or character and wherever located, and whether now known or hereafter discovered;

To acquire, buy, hold, invest in, sell, lease, exchange, deal in, manage, operate, control, improve, develop, explore, maintain and dispose of lands, properties, leases, mineral rights, roy-

alties, participations and other interests of whatsoever nature in petroleum and other oils, gas, coal, sulphur, lignite, sand, clay, gravel, stone and other minerals and mineral substances, salt, brine and other mineral solutions in any form or of any kind whatsoever;

To acquire, buy, hold, store, use, own, sell, lease, exchange, dispose of, transport, transmit, distribute, deal in, manufacture, produce, refine, furnish and supply petroleum and other oils, gas, coal, sulphur, lignite, sand, clay, gravel, stone and other minerals and mineral substances, salt, brine and other mineral solutions in any form or of any kind whatsoever, and any substances, articles or things of which or in the production of which petroleum, other oils, gas, minerals or mineral substances or mineral solutions form a part;

To produce, manufacture, buy or otherwise acquire, distribute, use, sell or otherwise dispose of petroleum and other oils, natural gas or artificial gas or a mixture of natural and artificial gas for light, heat, power and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor and any and all equipment and appurtenances relating or incident thereto;

To search, prospect and explore for, mine, drill, extract, remove, produce, acquire by purchase or otherwise, own, use, store, transport, sell or otherwise dispose of, refine, distill, concentrate, synthesize, treat chemically, recycle, mill, manufacture, process and reprocess all ores, minerals, gases and other natural or artificial substances, and all products, by-products and residual products thereof or therefrom, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy, whether now known or hereafter invented or discovered;

To build, manufacture, fabricate, construct, assemble, design, develop, experiment with, produce, purchase, charter, hire, or otherwise acquire, own, maintain, hold, operate, use, install, equip, replace, service, process, reprocess, repair, remodel, recondition, sell, lease, transfer, assign, mortgage, pledge or otherwise dispose of, trade and deal in nuclear reactors and related and associated devices, power units and plants, heating units and plants, engines, machines, mechanisms, facilities, installations, tools, implements, instruments, measuring, indicating or detecting devices, appliances and apparatus of whatsoever kind and description, whether now known or hereafter invented or discovered, making use of, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy;

To devise, experiment with, develop, improve, service, manufacture, produce, sell, lease or otherwise dispose of, market, deal and trade in substances, products and by-products, including

radioactive isotopes of long and short life, and procedures, processes and applications in agriculture, horticulture, commerce, industry, medicine, military affairs, or any and all other fields of human endeavor, including the treatment, preparation and preservation of foods, beverages, drugs, and medicinal products, making use of, related to or having any purpose in connection with nuclear, fissionable, fusionable or radioactive materials and atomic energy, whether now known or hereafter invented or discovered;

To buy, lease and otherwise acquire lands and interests in lands of every kind and description and wheresoever situated; to buy, lease and otherwise acquire, and to construct and erect buildings and structures in and on such lands for any use or purpose; to hold, own, improve, develop, maintain, operate, let, lease, mortgage, sell, or otherwise dispose of such property or any thereof; to equip and operate warehouses, office buildings, hotels, apartment houses, apartment hotels, theatres, restaurants, and cafes, or any other buildings and structures of whatsoever kind;

To acquire, buy, hold, own, lease, manage and control lands, interests in lands, concessions, railroads, canals, water courses, dams, irrigation systems, drainage systems, structures, buildings, factories, shops, warehouses, machinery, tools, ships, boats, cars, trucks, busses, engines, aircraft and any other property, real and personal, of whatsoever kind, and to do any acts necessary or convenient in connection with the exercise of the foregoing powers;

To plan, design, construct, alter, repair, remove or otherwise engage in any work upon bridges, railroads, dams, canals, piers, docks, wharves, buildings, structures, foundations, mines, shafts, tunnels, wells, water works and all kinds of structural excavations and subterranean work and generally to carry on the business of contractors and engineers;

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresover situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporations, associations or trust estates, domestic or foreign, or of any firm or individual or of the United States or any of the states, territories or dependencies of the United States, the District of Columbia, or of any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor stocks, bonds or other securities or evidences of indebtedness of the Corporation, and, while the owner or holder of any such property, to receive, collect and dispose of the interest, divi-

dends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting power thereon;

To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly, or in which, or in the welfare of which, the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of any corporation, association, partnership, syndicate or entity, domestic or foreign; and to enter into general partnerships, limited partnerships, joint ventures, syndicates, pools, associations and other arrangements;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or to confer such right to vote to voting trustees;

To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects;

To purchase, hold, sell and transfer the shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real and personal property of every class and description in any of the several states, territor-

ies, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries; and

To do all and everything necessary and proper for the accomplishment of the objects enumerated hereinbefore or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

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 powers of the Corporation.

FOURTH: The amount of the total authorized capital stock of the Corporation is $5,000,000, consisting of 10,000,000 shares of Common Stock, par value 50 cents per share.

Each holder of common stock shall be entitled to one vote in respect of each share of common stock held.

No holder of stock shall have any right, as such holder, to purchase or subscribe for or otherwise acquire any shares of stock, or any securities or obligations convertible into or any right or option to purchase, any shares of stock at any time hereafter issued or sold, but any and all such stock, obligations, rights and options may be issued and disposed of by the Board of Directors to such persons, firms, corporations and associations and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same or any thereof to the stockholders.

Without action by the stockholders, shares of stock may be issued by the Board of Directors from time to time for such consideration, not less than the par value thereof, and upon such terms as may be fixed from time to time by the Board of Directors and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable for any further assessment thereon for any purpose whatsoever, and the holders of such shares shall not be liable for any further call or assessment thereon or for any further payment thereon for any purpose whatsoever.

FIFTH: The members of the governing board shall be known as directors and the number thereof shall be not less than three nor more than nine, the exact number to be fixed by the by-laws of the

Corporation, provided that the number so fixed by the by-laws may be increased or decreased within the limit above specified from time to time by by-law. It is not necessary for a director to be a stockholder.

SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid in, shall be subject to no further assessment to pay debts of the Corporation.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the Corporation.

To fix the amount to be reserved as working capital over and above capital stock of the Corporation paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the original or duplicate stock ledger), or any of them, shall be open to inspection of stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or the Board of Directors.

By resolution or resolutions, passed by a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and

outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as said Board of Directors may deem expedient and in the best interests of the Corporation.

NINTH: Meetings of stockholders may be held without the State of Nevada, if the by-laws so provide. The books of the Corporation may be kept (subject to the provisions of the statutes) outside of the State of Nevada at such places as may be from time to time designated by the Board of Directors or in the by-laws of the Corporation. The Board of Directors may prescribe a period not exceeding sixty days prior to any meeting of the stockholders during which no transfer of stock on the books of the Corporation may be made, or may fix a day not more than sixty days prior to the holding of any such meeting as the day as of which stockholders entitled to notice of and to vote at such meeting shall be determined; and only stockholders of record on such day shall be entitled to notice of or to vote at such meeting.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE III

The By-Laws of Federal, as in effect on the Effective Date, shall be the By-Laws of the Surviving Corporation, until altered, amended or repealed, as provided herein.

ARTICLE IV

The names of the Directors of the Surviving Corporation who, subject to the provisions of the By-Laws of the Surviving Corporation and the laws of the State of Nevada, shall hold office until the first annual meeting of the stockholders of the Surviving Corporation held subsequent to the Effective Date or the election and qualification of their respective successors, are as follows:

Name	*Address*
William H. Gibson	103 West Second South, Salt Lake City, Utah
Lester S. Harrison	Box 600, Kellogg, Idaho
J. Eastman Hatch	610 Continental Bank Bldg., Salt Lake City, Utah
Ralph W. Neyman	1370 South Third West, Salt Lake City, Utah
Bruce W. Odlum	Indio, California
Melvin D. Rueckhaus	211 Central Avenue, N.W., Albuquerque, N. M.
Nels W. Stalheim	1352 Third Avenue, Salt Lake City, Utah

The names of the Officers of the Surviving Corporation who, subject to the provisions of the By-Laws of the Surviving Corporation and the laws of the State of Nevada, shall hold office until the appointment of their respective successors are as follows:

Name	*Title*
Nels W. Stalheim	Chairman of the Board and Chief Executive Officer
Ralph W. Neyman	President
Bruce W. Odlum	Vice President
Donald V. Peters	Secretary-Treasurer

ARTICLE V

The mode of carrying into effect the merger herein provided for and the manner and basis of converting the shares of stock of the Constituent Corporations into shares of stock of the Surviving Corporation shall be as follows:

Each share of Common Stock of Radorock shall be converted into one share of Common Stock, par value 50 cents per share, of the Surviving Corporation.

Each share of Common Stock of Federal shall be converted into one share of Common Stock, par value 50 cents per share, of the Surviving Corporation.

All shares of stock of either Constituent Corporation held by the other Constituent Corporation, and all shares of stock of either Constituent Corporation held by such Constituent Corporation in its treasury, in each case on the Effective Date, shall be surrendered to the Surviving Corporation for cancellation and no shares of Common Stock of the Surviving Corporation shall be issued or issuable in respect thereof.

All shares of Common Stock of the Surviving Corporation issued to holders of shares of stock of either of the Constituent Corporations shall be issued in full satisfaction of all rights pertaining to the respective shares of stock of the Constituent Corporations.

For purposes of this Agreement of Merger, each person, firm, association or corporation, entitled on the Effective Date to receive any shares of stock of either of the Constituent Corporations, shall be deemed to be a holder of the shares of stock of either of said corporations which such person, firm, association or corporation is so entitled to receive. Upon appropriate surrender of the evidence of such rights, the Surviving Corporation shall issue to each such person, firm, association or corporation certificates for shares of its stock upon the basis, at the rate and in the amounts as if such person, firm, association or corporation had theretofore received and held the shares of stock of the Constituent Corporation to which he or it may then be entitled.

As soon as possible after the Effective Date, the Surviving Corporation shall cause to be prepared certificates representing shares of its Common Stock. Thereafter, any holder of an outstanding certificate or certificates for shares of common stock of Federal or Radorock may surrender the same, duly endorsed and executed as the Board of Directors of the Surviving Corporation may require, to the Surviving Corporation for cancellation and shall receive in exchange therefor a certificate or certificates representing the number of full shares or one-half shares of Common Stock of the Surviving Corporation to which such holder shall be entitled. Until so surrendered, each such outstanding certificate shall be deemed for all corporate purposes to evidence the ownership of the number of shares of Common Stock of the Surviving Corporation to which the holder thereof shall be entitled.

No fractional shares of Common Stock of the Surviving Corporation will be issued to stockholders of Radorock in exchange for their Radorock certificates. Cash payments will be made in lieu of any fractional interests which they shall be entitled to receive. The amount of any such cash payment shall be based upon the net sale price of such fractional interest which shall be consolidated with other such fractional interests and sold, at public or private sale, from time to time by the Transfer Agent for the Surviving Corporation, as agent for the stockholders of the Surviving Corporation.

ARTICLE VI

Upon the merger becoming effective, the separate existence of Radorock shall cease and Radorock and Federal shall thereupon be merged into the Surviving Corporation which shall possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, and be sub-

ject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Corporations, shall not revert or be in any way impaired; provided that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. If at any time the Directors of the Surviving Corporation shall deem or be advised that any further assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of either of the Constituent Corporations, said Constituent Corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger.

The Surviving Corporation shall pay all expenses of the merger.

ARTICLE VII

This Agreement of Merger shall be submitted to the stockholders of each of the Constituent Corporations as provided by law and, upon the adoption thereof by the holders of not less than a majority of each class of the issued and outstanding shares of capital stock of Radorock and Federal, the fact of the adoption of this Agreement of Merger by each of said corporations shall be certified by the secretary or an assistant secretary of each such corporation under the corporate seal thereof and it shall be executed and acknowledged and shall be taken and deemed to be the agreement and act of merger of the Constituent Corporations upon the filing of this Agreement of Merger in accordance with the provisions of the laws of the State of Nevada and the recording thereof, duly certified by the Secretary of State of Nevada under the seal of his office, in the Office of the Clerk of the County of Washoe, Nevada, with evidence of such adoption in the manner and form required by law. Upon the completion of the aforesaid filing and recording of this Agreement,

this Agreement shall take effect and shall be effective, the date of the recording in the Office of the Clerk of Washoe County being deemed to be the "Effective Date".

Notwithstanding the foregoing, this Agreement of Merger may be terminated and the merger herein provided for may be abandoned at any time prior to the Effective Date:

(a) By mutual consent of the Boards of Directors of the Constituent Corporations;

(b) At the election of the Board of Directors of either of the Constituent Corporations if:

(1) Any material litigation or proceedings shall be instituted or threatened against either of the Constituent Corporations, or any of their respective assets, or any new legislation, Federal or state, shall be enacted, which, in the judgment of such Board, renders it impracticable to proceed with the merger,

(2) Any substantial property of either of the Constituent Corporations shall be damaged or destroyed by fire or other casualty, whether or not insured, if such damage or destruction would, in the judgment of such Board, materially and adversely affect the conduct of the business of the Surviving Corporation.

(3) Any materially adverse change shall occur in the business or operations of either of the Constituent Corporations which, in the judgment of such Board, renders it against the best interest of their stockholders to proceed with the merger,

(4) The merger provided for herein shall not have been approved by the stockholders of both of the Constituent Corporations on or before April 30, 1960,

(5) Either of the Constituent Corporations shall be permanently restrained from taking any step necessary to effectuate the merger by a court having jurisdiction, or

(6) In the judgment of such Board (which shall be reasonably exercised), the number of objections to the merger by stockholders of the Constituent Corporations and the potential or maximum liability of the Surviving Corporation which might result from demands by such stockholders for appraisal of their stock, render the merger impracticable, undesirable or not in the best interests of their stockholders.

In the event of an election pursuant to the foregoing provisions to terminate this Agreement and to abandon the merger by the Board of Directors of either of the Constituent Corporations, written notice of such election shall forthwith be given to the other and thereupon this Agreement shall be-

come wholly void and of no effect and there shall be no liability on the part of either of the Constituent Corporations or their respective Boards of Directors or stockholders as a result of such termination and abandonment.

Any notice given hereunder shall be sufficiently given when deposited in the United States mails, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed as the case may be to Radorock Resources, Inc., c/o Donald V. Peters, Secretary, 1370 South Third West Street, Salt Lake City 15, Utah, or to Federal Uranium Corporation, c/o Donald V. Peters, Secretary, 1370 South Third West Street, Salt Lake City 15, Utah.

If the merger shall not become effective for any reason, each of the Constituent Corporations agrees to pay its own expenses in connection with the negotiations leading to the same and preparations made for carrying the same into effect.

ARTICLE VIII

Prior to the Effective Date, neither of the Constituent Corporations will engage in any activity or transaction or incur any obligation (whether by contract or otherwise), except in the ordinary course of business, without first obtaining the written consent of the other Constituent Corporation. Without limiting the generality of the foregoing, neither of the Constituent Corporations will, without the written consent of the other Constituent Corporation, (1) issue or sell or issue rights or options to purchase or subscribe for, or combine or subdivide, any shares of its capital stock, or (2) pay or declare any dividend or other distribution on the shares of its capital stock.

ARTICLE IX

Radorock, to the extent and only to the extent that its corporate existence may be continued by statute for the protection of creditors after the Effective Date, does hereby designate The Corporation Trust Company of Nevada, 206 North Virginia Street, Reno, Nevada as its agent in the State of Nevada for service of process in any proceeding in enforcement of obligations, protected by statute, to creditors of such corporation.

In Witness Whereof, each of the Constituent Corporations has caused these presents to be signed by a majority of the members of its Board of Directors and its corporate seal to be hereunto affixed and attested all as of the day and year first above written.

DIRECTORS OF RADOROCK RESOURCES, INC.

LESTER S. HARRISON

(Corporate Seal)

FREEBORN G. JEWETT, JR.

B. W. ODLUM

WILLIAM H. GIBSON

NELS W. STALHEIM

ATTEST:

DENNIS MCCARTHY

DONALD V. PETERS
Secretary

J. EASTMAN HATCH

DIRECTORS OF FEDERAL URANIUM CORPORATION

LESTER S. HARRISON

FREEBORN G. JEWETT, JR.

(Corporate Seal)

OWEN J. WARD

WILLIAM H. GIBSON

R. W. NEYMAN

NELS W. STALHEIM

B. W. ODLUM

ATTEST:

MELVIN D. RUECKHAUS

DONALD V. PETERS
Secretary

J. EASTMAN HATCH

The undersigned, Donald V. Peters, Secretary of RADOROCK RESOURCES, INC., one of the Constituent Corporations mentioned in the within Agreement of Merger, on behalf of said Corporation HEREBY CERTIFIES as follows:

The within Agreement of Merger has been submitted to the stockholders of RADOROCK RESOURCES, INC., at a meeting thereof duly called and held in accordance with the provisions of Section 78.470 of the General Corporation Law of Nevada, Nevada Revised Statutes, 1957, on the 22nd day of April, 1960, and at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of said Agreement of Merger, and the votes by the stockholders of said Corporation representing 5,106,996 shares of Common Stock of said Corporation, being not less than a majority of each class of the issued and outstanding shares of said Corporation, were for the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of RADOROCK RESOURCES, INC., this 22nd day of April, 1960.

DONALD V. PETERS
Secretary

(Corporate Seal)

The undersigned, Donald V. Peters, Secretary of FEDERAL URANIUM CORPORATION, one of the Constituent Corporations mentioned in the within Agreement of Merger, on behalf of said Corporation HEREBY CERTIFIES as follows:

The within Agreement of Merger has been submitted to the stockholders of FEDERAL URANIUM CORPORATION, at a meeting thereof duly called and held in accordance with the provisions of Section 78:470 of the General Corporation Law of Nevada, Nevada Revised Statutes, 1957, on the 22nd day of April, 1960, and at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of said Agreement of Merger, and the votes of the stockholders of said Corporation representing 3,518,481 shares of Common

Stock of said Corporation, being not less than a majority of each class of the issued and outstanding shares of said Corporation, were for the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of FEDERAL URANIUM CORPORATION this 22nd day of April, 1960.

DONALD V. PETERS
Secretary

(Corporate Seal)

IN WITNESS WHEREOF, this Agreement of Merger, duly adopted by both of the Constituent Corporations named herein, has been signed and acknowledged by the proper officers of each of said Constituent Corporations under the corporate seals thereof as required by law.

RADOROCK RESOURCES, INC.

(Corporate Seal)

By NELS W. STALHEIM
President

ATTEST:

DONALD V. PETERS
Secretary

FEDERAL URANIUM CORPORATION

(Corporate Seal)

By R. W. NEYMAN
President

ATTEST:

DONALD V. PETERS
Secretary

STATE OF NEVADA }
COUNTY OF WASHOE } ss.:

On this 22nd day of April, A.D. 1960, personally appeared before me, a notary public in and for Washoe County, NELS W. STALHEIM, known to me to be President of RADOROCK RESOURCES, INC., a duly authorized person executing the same on behalf of said Corporation that executed the foregoing instrument, and, upon oath, did depose that he is the officer of said Corporation as above designated; that he is acquainted with the seal of said Corporation and the seal affixed to said instrument is the seal of said Corporation; that the signatures to said instrument were made by the officers of said Corporation as indicated after said signatures; and that the said Corporation executed the said instrument 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 at my office in the County of Washoe, the day and year in this certificate first above written.

(Notarial Seal)

CATHERINE TWEEDT
Notary Public

My commision expires Sept. 24, 1963

STATE OF NEVADA }
COUNTY OF WASHOE } ss.:

On this 22nd day of April, A.D. 1960, personally appeared before me, a notary public in and for Washoe County, RALPH W. NEYMAN, known to me to be the President of FEDERAL URANIUM CORPORATION, a duly authorized person executing the same on behalf of said Corporation that executed the foregoing instrument, and, upon oath, did depose that he is the officer of said Corporation as above designated; that he is acquainted with the seal of said Corporation and the seal affixed to said instrument is the seal of said Corporation; that the signatures to said instrument were made by the officers of said Corporation as indicated after said signatures; and that the said Corporation executed the said instrument 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 at my office in the County of Washoe, the day and year in this certificate first above written.

(Notarial Seal)

CATHERINE TWEEDT
Notary Public

My commision expires Sept. 24, 1963

Statement of Foreign Corporation

Required by Title 16, Utah Code Annotated, 1953

We, the president (~~or vice-president~~) and secretary (~~or treasurer~~) of

Federal Resources Corporation

306 North Virginia Street Street Address

Reno, Nevada City and State

a corporation organized and existing under the laws of the State of Nevada, desiring to qualify itself as a foreign corporation in the State of Utah and to transact business in the State of Utah do hereby certify and declare:

1. That the principal office and place of business in Utah will be at

   1370 South Third West Street Address

   Salt Lake City City

2. That the general nature of the business of said corporation to be transacted in the State of Utah is mining, exploration and development

3. That the names and addresses of the principal officers of said corporation are as follows:

Name		Address
Ralph W. Neyman	President	Salt Lake City, Utah
Bruce W. Odlum	Vice-President	Indio, California
Donald V. Peters	Secretary	Salt Lake City, Utah
Nels W. Stalheim	Treasurer ~~General Manager~~ Chairman of the Board	Salt Lake City, Utah

4. The amount of the authorized capital stock of said corporation is Five million Dollars.

   $5,000,000 shares Common Par $.50

   $ none Preferred Par

5. The amount of capital stock subscribed is Four million one hundred eighty-five thousand three hundred eighty-three Dollars.

   $4,185,383 shares Common Par $.50

   $ none Preferred Par

6. The amount of capital stock actually paid in, in cash or property is Four million one hundred eighty-five thousand three hundred eighty-three Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is Sixty Per Cent

8. The amount of its capital stock represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is 3,600,000 Dollars.

R W Neyman
President - Vice-President

Donald V. Peters
Secretary - Treasurer

STATE OF Utah
COUNTY OF Salt Lake } ss.

On this 2nd day of May A. D. 1960 personally appeared before me, a Notary Public in and for said County and State R. W. Neyman and Donald V. Peters who are respectively president (or vice-president) and secretary (or treasurer) of the above described corporation and made oath that the foregoing statement by them subscribed is true in substance and in fact.

Doris G. Stagg
Notary Public.

Residing at Salt Lake City, Utah

My Commission expires July 1, 1962

STATE OF UTAH
COUNTY OF SALT LAKE } ss.

I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original AGREEMENT OF MERGER

BETWEEN

NO:4146 RADOROCK RESOURCES, INC (FOREIGN OF NEVADA QUALIFIED TO DO BUSINESS IN SALT LAKE COUNTY, UTAH

AND

NO: 3815 FEDERAL URANIUM CORPORATION (FOREIGN OF NEVADA QUALIFIED TO DO BUSINESS IN SALT LAKE COUNTY, UTAH

SURVIVING CORPORATION

CHANGING NAME TO:

FEDERAL RESOURCES CORPORATION

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 17th day of May, A. D. 1960

ALVIN KEDDINGTON Clerk

By Ruth P. Standing Deputy Clerk