

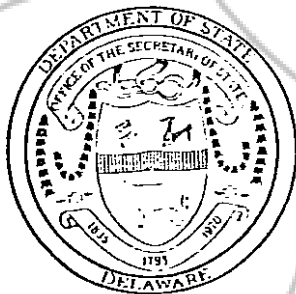
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State
of
DELAWARE

Office of **SECRETARY OF STATE**

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on January 27, 1983



Form 130

Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: B. Atkins

DATE: April 4, 1983

BOOK 111 PAGE 215

CERTIFICATE OF MERGER
OF
AMERICAN SELCO INCORPORATED
QUESTOR INTERNATIONAL SURVEYS INC.
AMSELCO MINERALS INC.
CONIGAN INC.

INTO
AMSELCO NATURAL
RESOURCES INC.

The undersigned, Desmond P. Kearns and G.L. MacLeod-Smith, being respectively, the Executive Vice President and the Secretary of American Selco Incorporated, a domestic corporation duly organized and existing under and by virtue of the laws of the State of New York; Desmond P. Kearns and G.L. MacLeod-Smith, being respectively, the President and the Secretary of Questor International Surveys Inc., a foreign corporation existing under and by virtue of the laws of the State of Nevada; Desmond P. Kearns and G.L. MacLeod-Smith, being respectively the Executive Vice President and the Secretary of Amselco Natural Resources Inc., a foreign corporation existing under and by virtue of the laws of the State of Delaware; Desmond P. Kearns and G.L. MacLeod-Smith, being respectively the Executive Vice President and the Secretary of Conigan Inc., a foreign corporation existing under and by virtue of the laws of the State of Delaware; Desmond P. Kearns and G.L. MacLeod-Smith, being respectively the Executive Vice President and the Secretary of Amselco Minerals Inc., a foreign corporation existing under and by virtue of the laws of the State of Delaware; do hereby certify and set forth:

(1) The name of each constituent corporation is as follows:

American Selco Incorporated
Questor International Surveys Inc.
Amselco Minerals Inc.
Conigan Inc.
Amselco Natural Resources Inc.

The name under which Conigan Inc. was formed is GLM Inc., and the name under which Amselco Natural Resources Inc. was formed is Amselco Holdings Inc.

(2) The name of the surviving corporation is Amselco Natural Resources Inc., which shall herewith be changed to Amselco Minerals Inc.

(3) The designation and number of outstanding shares of each constituent corporation is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number Outstanding</u>
American Selco Incorporated	Common Stock, \$1.00 par value	10,000
Questor International Surveys Inc.	Common Stock, no par value	1,000
Amselco Minerals Inc.	Common Stock, no par value	1,000
Conigan Inc.	Common Stock, no par value	1,000
Amselco Natural Resources Inc.	Common Stock, no par value	5,000

Each of the above shares is entitled to vote.

(4) The effective date of the merger will be the date of filing.

(5) The plan of merger among the parties of the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 902 of the Business Corporation Law of the State of New York.

(6) The jurisdiction of incorporation of Amselco Natural Resources Inc. is Delaware. This merger is permitted by the laws of that jurisdiction and is in compliance therewith.

(7) The date of incorporation of Amselco Natural Resources Inc. is the 17th day of April, 1978.

(8) No application by Amselco Natural Resources Inc. for authority to do business in the State of New York has been filed by the Department of State. Said Amselco Natural Resources Inc. is not to do business in the State of New York until an application for authority to do business in the State of New York shall have been filed by the Department of State of the State of New York.

(9) The date when the certificate of incorporation of American Selco Incorporated was filed by the Department of State is the first day of March, 1965.

(10) The date of incorporation of Conigan Inc. is the fourteenth day of August, 1978. The date of incorporation of Amselco Minerals Inc. is the seventeenth day of April, 1978. The date of incorporation of Questor International Surveys Inc. is the third day of January, 1973. No application by any of such corporations for authority to do business in the State of New York has been filed by the Department of State.

(11) The surviving foreign corporation hereby agrees that it may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of the constituent domestic corporation, American Selco Incorporated, and the right of shareholders of the constituent domestic corporation, American

Selco ^{Incorporated} Inc., to receive payment for their shares, as provided in the Business Corporation Law of the State of New York, may be enforced against the surviving foreign corporation.

(12) The surviving foreign corporation further agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the constituent domestic corporation American Selco ^{Incorporated} Inc., the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the right of shareholders to receive payment for their shares.

(13) The surviving foreign corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against said surviving foreign corporation may be served in the manner set forth in Business Corporation Law § 306(b) in any action or special proceeding.

(14) The Secretary of State of the State of New York shall mail a copy of the process served upon him as agent for the surviving foreign corporation to 999 Eighteenth Street, ^{Suite 1201} Denver, Colorado 80202.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 24th day of January, 1983.

AMSELCO NATURAL RESOURCES INC.

By David S. Keenan
Executive Vice President

ATTEST:

By Paula L. [Signature]
Secretary

AMERICAN SELCO INCORPORATED

By David P. Keenan
Executive Vice President

ATTEST:

By [Signature]
Secretary

QUESTOR INTERNATIONAL SURVEYS
INC.

By David P. Keenan
President

ATTEST:

By [Signature]
Secretary

AMSELCO MINERALS INC.

By David P. Keenan
Executive Vice President

ATTEST:

By [Signature]
Secretary

CONIGAN INC.

By David P. Keenan
Executive Vice President

ATTEST:

By [Signature]
Secretary

STATE OF Colorado)
: ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Vania M. Zela
Notary Public
999 18th St.
Denver CO 80202
My Commission Expires Oct. 12, 1988

STATE OF Colorado)
: ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Vania M. Zela
Notary Public
999 18th St.
Denver CO 80202

STATE OF Colorado)
 : ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Jania M. Zeka
Notary Public
999 18th Street
Denver CO 80202

My Commission Expires Oct. 12, 1983

STATE OF Colorado)
 : ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Jania M. Zeka
Notary Public
999 18th Street
Denver CO 80202

My Commission Expires Oct. 12, 1983

STATE OF Colorado ,
COUNTY OF Denver) : ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

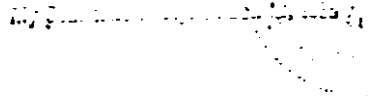
Vania M. Zela
Notary Public
299 18th Street
Denver CO 80202



STATE OF Colorado ,
COUNTY OF Denver) : ss.:

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Vania M. Zela
Notary Public
299 18th Street
Denver CO 80202



STATE OF Colorado ,
COUNTY OF Denver) : ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania J. Zeka
Notary Public
999 18th Street
Denver CO 80202

My Commission Expires Oct 12, 1985

STATE OF Colorado ,
COUNTY OF Denver) : ss.:

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania J. Zeka
Notary Public
999 18th St.
Denver CO 80202

STATE OF Colorado)
: ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Georgia M. Zeka
Notary Public
999 187th Street
Denver CO 80202

My Commission Expires Jan 22, 1985

STATE OF Colorado)
: ss.:
COUNTY OF Denver)

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Georgia M. Zeka
Notary Public
999 187th St.
Denver CO 80202

STATE OF Colorado ,
COUNTY OF Denver ; ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the President of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Jania M. Zeka
Notary Public
999 18th St.
Denver Co 80202

STATE OF Colorado)
COUNTY OF Denver) ; ss.:

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Jania M. Zeka
Notary Public
999 18th St.
Denver Co 80202

STATE OF Colorado ;
COUNTY OF Denver ; ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeha
Notary Public
999 18th St.
Denver Co 80202

My Commission Expires Feb. 12, 1984

STATE OF Colorado ;
COUNTY OF Denver ; ss.:

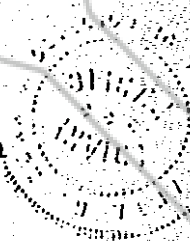
On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Incorporated, which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeha
Notary Public
999 18th St.
Denver Co 80202

STATE OF *Colorado*,
COUNTY OF *Denver*; ss.:

On this *21st* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeha
Notary Public
999 18th St.
Denver Co 80202

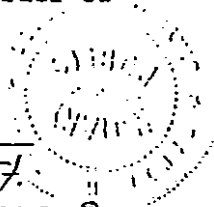


My Commission Expires Oct 12, 1983

STATE OF *Colorado*,
COUNTY OF *Denver*; ss.:

On this *21st* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeha
Notary Public
999 18th St.
Denver Co 80202



STATE OF Colorado ;
COUNTY OF Denver ; ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Vania M. Zeka
Notary Public
999 18th St.
Denver CO 80202

STATE OF Colorado ;
COUNTY OF Denver ; ss.:

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Vania M. Zeka
Notary Public
999 18th St.
Denver CO 80202

RECORDED AT REQUEST OF
Amselco Exploration Inc.
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 87735
FEE \$ 18.00

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