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FILED

FEB - 6 Articles Of Merger  
Of U.S. Minerals Exploration Company  
STATE OF COLORADO (Colorado Corporation)  
DEPARTMENT OF STATE with USMX, INC.  
(A Delaware Corporation)

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Pursuant to Sections 7-7-104 and 7-7-107 of  
the Colorado Corporation Code

1. A Copy of the Agreement And Plan Of Merger between  
U.S. Minerals Exploration Company, a Colorado corporation, and  
USMX, INC., a Delaware corporation, (the "Agreement And Plan"),  
is attached to these Articles of Merger as Exhibit A and is  
incorporated by this reference.

2. The number of shares voted for the Agreement And Plan  
was sufficient for approval for each corporation whose share-  
holders were required to vote for such approval.

3. The effective date of the merger is the date on which  
these Articles of Merger are filed in accordance with the  
Colorado Corporation Code.

4. The adoption of the Agreement And Plan, the performance  
of its terms, and such other requisite corporate actions were  
duly approved by the Board of Directors of USMX, INC., a Delaware  
corporation.

IN WITNESS WHEREOF these Articles Of Merger have been  
executed by the duly authorized officers of USMX, INC., a  
Delaware corporation, and U.S. Minerals Exploration Company, a  
Colorado corporation, as of February 3, 1988.

USMX, INC.  
a Delaware corporation

Date: February 3, 1988

By: Michael B. Hehrens  
Michael B. Hehrens  
President

ATTEST

Gregory B. Pussey  
Gregory B. Pussey, Secretary

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Book 194, Page 183

U.S. MINERALS EXPLORATION COMPANY  
A Colorado corporation

Date: February 3, 1988

By: Michael D. Mehrtens  
Michael D. Mehrtens  
President

ATTEST:

Gregory S. Pusey  
Gregory S. Pusey, Secretary

STATE OF COLORADO )  
CITY AND COUNTY OF DENVER ) ss.

I, Kimberly K. Smigola, a Notary Public, in and for said county and state, certify that Michael B. Mehrtens and Gregory S. Pusey who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledged that they signed, sealed and delivered this said instrument in writing as their true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 3rd day of February 1988.

Kimberly K. Smigola  
Notary Public

[SEAL]

My Commission expires July 9, 1990  
6711 Urban Circle  
Arvada, CO 80004

My commission expires: \_\_\_\_\_

BOOK 194 PAGE 184



EXHIBIT A

Agreement And Plan Of Merger  
Between U.S. Minerals Exploration Company,  
A Colorado Corporation,  
And USMX, Inc.,  
A Delaware Corporation

This Agreement And Plan Of Merger (the "Agreement") is between U.S. Minerals Exploration Company, a Colorado corporation ("U.S. Minerals"), and USMX, INC., a Delaware corporation ("USMX") and wholly-owned subsidiary of U.S. Minerals. U.S. Minerals and USMX are sometimes referred to jointly as the "Constituent Corporations".

Recitals

A. U.S. Minerals is a corporation duly organized and existing under the laws of the State of Colorado, having an authorized capital stock of 45,000,000 shares consisting of 25,000,000 shares of common stock of no par value (the "U.S. Minerals Common Stock") and 20,000,000 shares of preferred stock having a par value of \$.001 (the "U.S. Minerals Preferred Stock") of which no shares are issued and outstanding.

B. USMX is a corporation duly authorized and existing under the laws of the State of Delaware, having authorized capital stock of 45,000,000 shares of common stock having a par value of \$.001 (the "USMX Common Stock"), of which 100 shares are issued and outstanding, and 20,000,000 shares of preferred stock having a par value of \$.001 (the "USMX Preferred Stock") of which no shares are issued and outstanding.

C. The respective Boards of Directors of U.S. Minerals and USMX have determined that it is advisable and in the best interests of the Corporations to merge U.S. Minerals with and into USMX, as authorized by the General Corporation Law of the State of Delaware (the "Delaware Code") and the Colorado Corporation Code (the "Colorado Code").

D. The respective Boards of Directors of U.S. Minerals and USMX have, by resolutions duly adopted, approved this Agreement; U.S. Minerals has adopted this Agreement as the sole stockholder of USMX; and the Board of Directors of U.S. Minerals has directed that this Agreement be submitted to a vote of its shareholders.

In consideration of the premises and the following agreements, U.S. Minerals and USMX agree as follows:

Agreement

1. Names of Constituent Corporations and Surviving Corporation. Upon the terms and subject to the conditions set forth in this Agreement, U.S. Minerals shall be merged with and into



USMX (the "Merger"), and USMX shall be the surviving corporation (sometimes referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be USMX, INC. The Merger shall become effective (the "Effective Time") upon the time and date of filing of such documents as are required by the Delaware Code and the Colorado Code.

2. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and the Bylaws of USMX, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with applicable law.

3. Effect of Merger. At the Effective Time, U.S. Minerals shall merge into USMX, which shall be the Surviving Corporation, and U.S. Minerals shall cease to exist. USMX shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as all other things in action or belonging to each Constituent Corporation shall be vested in USMX, and all and every other privileges, powers and franchises, and all and every other interest shall be thereafter the property of USMX as effectually as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall attach to USMX and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

4. Officers and Directors. The directors of USMX immediately prior to the Effective Time of the Merger shall be the directors of the Surviving Corporation until their successors are elected and qualified. The officers, employees and agents of U.S. Minerals shall become the officers, employees and agents of USMX to serve in accordance with the Bylaws of the Surviving Corporation and shall continue to be entitled to the same rights and benefits which they enjoyed as officers, employees and agents of U.S. Minerals.

5. Manner and Basis of Converting Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof: (a) each share of U.S. Minerals Common Stock outstanding immediately prior to the Effective Time (excluding shares of U.S. Minerals Common Stock held by



shareholders who have properly exercised their dissenters' rights under the Colorado Code) shall be changed and converted into one fully paid and nonassessable share of USMX Common Stock; (b) the 100 shares of USMX Common Stock presently issued and outstanding in the name of U.S. Minerals shall be retired and assume the status of authorized and unissued shares of USMX Common Stock; (c) the holders of options, warrant or rights to purchase shares of U.S. Minerals Common Stock, if any, outstanding immediately prior to the Effective Time shall continue outstanding as a right to purchase, in lieu of the right to purchase shares of U.S. Minerals Common Stock, USMX Common Stock upon the same terms and conditions as applicable immediately prior to the Effective Time under each such right.

6. U.S. Minerals Stock Option and Employee Benefit Plan. As of the Effective Time, USMX shall assume all obligations of U.S. Minerals under any and all employee benefit plans in effect as of the Effective Time or with respect to which employee rights or accrued benefits are outstanding as of the Effective Time, including but not limited to, any and all options to purchase shares of U.S. Minerals Common Stock granted under any U.S. Minerals stock option plans.

7. Stock Certificates. As and after the Effective Time, all the outstanding certificates which immediately prior to the Effective Time represented shares of U.S. Minerals Common Stock shall be deemed for all purposes to evidence ownership of U.S. Minerals Common Stock into which the shares of U.S. Minerals Common Stock formerly represented by such certificates have been converted as herein provided. The registered owner on the books and records of USMX or at the transfer agents of any such outstanding stock certificate shall, until such certificate shall have been surrendered or otherwise accounted for to USMX or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends or other distributions upon the USMX Common Stock evidenced by such outstanding certificate.

8. Obligations of the Constituent Corporations. Each of the Constituent Corporations shall take or cause to be taken all actions and do or cause to be done all things necessary, proper or advisable under the laws of the states of Colorado and Delaware or either state to consummate and effect the Merger.

9. Shareholder Approval. This Agreement is subject to the approval of the shareholders of U.S. Minerals as provided in the Colorado Code. Shareholders of U.S. Minerals who dissent from the Agreement and Plan of Merger and claim payment for their shares by fully complying with the Colorado Code shall be paid the "Fair Value" of their shares as that term is defined and in accordance with the Colorado Code; provided, however, that this Agreement may be terminated if shareholders owning more than



10 of the shares of U.S. Minerals Common Stock give notice of their intent to exercise dissenters' rights.

10. Termination; Amendment. This Agreement may be abandoned by either U.S. Minerals or USMX by appropriate resolution of the Board of Directors of either corporation at any time prior to the Effective Time of the Merger and may be amended in matters of form or supplemented by additional agreements, articles or certificates, as may be determined in the judgment of the Boards of Directors of the Constituent Corporations to be necessary, desirable, or expedient to clarify the intentions of the parties or to effect or facilitate the filing, recording or official approval of this Agreement in accordance with its purpose and intent.

IN WITNESS WHEREOF this agreement has been executed and attested to by the persons indicated below on the 3rd day of February 1988.

U.S. MINERALS EXPLORATION COMPANY,  
a Colorado corporation

Date: February 3, 1988

By: Michael B. Hehrtens  
MICHAEL B. HEHRTENS  
President

ATTEST:

Gregory S. Pusey  
Gregory S. Pusey, Secretary

USMX, INC.,  
a Delaware corporation

Date: February 3, 1988

By: Michael B. Hehrtens  
MICHAEL B. HEHRTENS  
President

ATTEST:

Gregory S. Pusey  
Gregory S. Pusey, Secretary

-4-

BOOK 194 PAGE 188

STATE OF COLORADO )  
 ) ss.  
CITY AND COUNTY OF DENVER )

I, Kimberly K Smayda, a Notary Public, in and for said county and state, certify that Michael B. Mehrtens and Gregory S. Pusey, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledged that they signed, sealed and delivered this said instrument in writing as their true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 3<sup>rd</sup> day of February 1989.

Kimberly K Smayda  
Notary Public

(SEAL)

Address: \_\_\_\_\_

My Commission expires July 9, 1990

6111 Union Circle

Arvada, CO 80004

My commission expires: \_\_\_\_\_

BOOK | 94 | PAGE | 89



USMX, INC.,  
A Delaware Corporation,  
Consent To Service Of Process,  
Appointment Of Secretary Of State  
Of Colorado To Accept Service  
Of Process, And Agreement To Pay Dissenting Shareholders

Pursuant to Section 7-7-107 of the  
Colorado Corporation Code

Recitals

A. USMX, INC., a Delaware corporation ("USMX"), desires to merge with U.S. Minerals Exploration Company, a Colorado corporation ("U.S. Minerals"), pursuant to which merger the surviving corporation will be USMX; and

B. The merger of USMX and U.S. Minerals is permitted by the laws of Delaware and by the laws of Colorado, provided that each corporation complies with the applicable provisions of the laws of the jurisdiction under which it is organized, including the provisions of Section 7-7-107 of the Colorado Corporation Code;

Agreement

In consideration of the premises and in accordance with Section 7-7-107 of the Colorado Corporation Code, USMX agrees as follows:

1. It may be served with process in Colorado in any proceeding for the enforcement of any obligation of U.S. Minerals, and in any proceeding for the enforcement of the rights of a dissenting shareholder of U.S. Minerals against it;

2. The Secretary of State of Colorado is irrevocably appointed as its agent to accept service of process in any proceeding described in paragraph 1 above; and the complete address to which the service of process in any such proceeding shall be mailed is USMX, INC., Attention: Michael B. Mehrtens, 141 Union Boulevard, Suite 100, Lakewood, Colorado 80228; and

3. It will promptly pay to any dissenting shareholders of U.S. Minerals the amount, if any, to which they shall be entitled in accordance with the provisions of the Colorado Corporation Code with respect to the rights of dissenting shareholders.



IN WITNESS WHEREOF, USMX, INC., a Delaware corporation, has executed this Consent effective this 3rd day of February, 1988.

USMX, INC.  
a Delaware corporation

Date: 2/3/88

By: Michael B. Mehrtens  
MICHAEL B. MEHRTENS  
President

ATTEST:

Gregory S. Pussey  
Gregory S. Pussey  
Secretary

STATE OF COLORADO )  
CITY AND COUNTY OF DENVER ) ss.

I, Kimberly K. Smayda, a Notary Public, in and for said county and state, certify that Michael B. Mehrtens and Gregory S. Pussey, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledged that they signed, sealed and delivered this said instrument in writing as their true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 3rd day of February 1988.

Kimberly K. Smayda  
Notary Public

[SEAL]

My Commission expires July 9, 1990  
8711 Urban Circle  
Arvada, CO 80004

My commission expires: \_\_\_\_\_

Book 194, Page 191

-2-

BOOK 194, PAGE 191

DOMESTIC       FOREIGN       PROFIT       NONPROFIT

U. S. MINERALS EXPLORATION COMPANY 871384481  
(Colorado Corporation)

into

USMX, INC. 871770038  
(Delaware Corporation - Qualified)

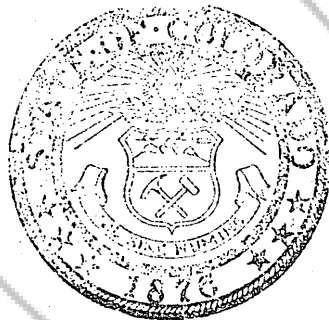
The survivor.

BOOK | 94 PAGE | 92



RECORDED AT THE REQUEST OF  
BOOK 194 PAGE 183  
Usm, Inc.  
'89 FEB 15 P1:18

OFFICIAL RECORDS  
EUREKA COUNTY, NEVADA  
M.N. NEDELFAT, RECORDER  
FILE NO. 126449 FEE \$ 15.00



STATE OF COLORADO  
DEPARTMENT OF STATE

I hereby certify that this is a true and  
complete copy of the document filed in  
this office and admitted to record in  
File 88-1062036

DATED 2/16/89

*Regina Lopez*  
Secretary of State

By *Deborah McCall*

BOOK 194 PAGE 193