

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

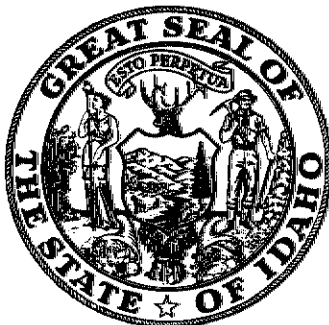
NEUTRON THERAPIES INC.

File Number C 112824

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of NEUTRON THERAPIES INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: July 10, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Andy J. Clark

JUL 10 8 31 AM '96
SECRETARY OF STATE
STATE OF IDAHO

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NEUTRON THERAPIES INC.**

Pursuant to the provisions of §§ 30-1-59 & 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation adopts these Second Amended and Restated Articles of Incorporation.

These Second Amended and Restated Articles of Incorporation were adopted by the shareholders and director of the corporation on March 12, 1996, in accordance with the procedures required in I.C. § § 30-1-59 and 30-1-64.

The Amended and Restated Articles of Incorporation filed with the Idaho Secretary of State on April 22, 1996 are amended and restated by deleting all of those articles and substituting the following.

The name of the corporation is Neutron Therapies Inc.

The period of its duration is perpetual.

Its purpose is all lawful business for which corporations may be incorporated.

It shall have authority to issue 20,000,000 shares, no par value, common voting stock.

The shareholders of the corporation shall have no preemptive rights.

It shall have authority to issue 10,000,000 shares, no par value, preferred stock. The preferred stock shall be voting or non-voting at the discretion of the Board of Directors.

The dividend rights of the preferred stock shall be superior to the dividend rights of the common stock. The preferred stock may have cumulative dividend rights at the discretion of the board of directors. The declaration of dividends shall be in the sole discretion of the Board of Directors.

Upon any liquidation, dissolution, or winding up of the corporation, the holders of all preferred stock of the corporation shall have preference over the holders of the common stock. Until the holders of the preferred stock have been paid in full the amounts to which they are entitled or a sum sufficient for such payment in full is set aside, no assets of the corporation shall be distributed to the holders of the common stock.

Shares of preferred stock may be issued in one or more series, each series to have distinctive serial designations, as shall be determined in the Board of Directors resolution providing for the issue of such preferred stock.

The Board of Directors shall state in the resolution providing for the issue of any series of preferred stock, the characteristics of that series of preferred stock. The following characteristics shall be addressed in the Board of Directors' resolution: the number of shares in the series, the

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voting rights, the redemption rights, the dividend rights, the rights upon any distribution of assets, and the conversion rights.

The number of directors constituting its initial Board of Directors is one, whose name and address is:

<u>Name</u>	<u>Address</u>
Winston V. Beard	2105 Coronado Street Idaho Falls, ID 83404-7495

The bylaws of the corporation may allow for up to 15 members on the Board of Directors. If the Board consists of 9 or more members, the directors shall be divided into three classes approximately equal in number with the election to be as provided in Idaho Code § 30-1-37.

The address of its initial registered office is 2105 Coronado Street, Idaho Falls, Idaho 83404-7495. The name of its initial registered agent at such address is Winston V. Beard.

The name and address of the sole incorporator is:

Winston V. Beard	2105 Coronado Street Idaho Falls, Idaho 83404-7495
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The corporation has previously issued common stock and 100 shares of series A non-voting preferred stock. 2,000,000 shares of common stock are outstanding. All outstanding shares voted in favor of the amendment.

These amendments do not provide for an exchange, reclassification or cancellation of issued shares.

These amendments do not affect stated capital. Stated capital will continue to be \$0.01/share.

Date: June 28, 1996

Neutron Therapies, Inc.

By: Winston V. Beard
Its: Secretary