

FILED EFFECTIVE

**STATEMENT OF MERGER
of
Atlas Mining Company
(The "Merging Corporation")
into
Atlas Mining Sub, Inc.
(The "Surviving Corporation")**

2009 OCT 30 PM 2:30
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State
State of Idaho

Pursuant to the provisions of the Idaho Entity Transactions Act, the undersigned corporations adopt the following Statement of Merger for purposes of merging into one corporation:

FIRST: The name of the Merging Company is Atlas Mining Company, an Idaho corporation.

SECOND: The name of the Surviving Company is Atlas Mining Sub, Inc., a Delaware corporation.

THIRD: The merger was approved by the Merging Company pursuant to the Idaho Entity Transactions Act in accordance with Idaho law and by the Surviving Corporation pursuant to the Delaware General Corporations Law in accordance with Delaware law.

FOURTH: The name of the Surviving Corporation from the effective time of the merger will be Applied Minerals, Inc.

FIFTH: The mailing address to which the secretary of state may send any process served on the secretary of state pursuant to section 30-18-206(5), Idaho Code is c/o The National Registered Agents, Inc., 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware.

(signature page follows)

IDAHO SECRETARY OF STATE
10/30/2009 05:00
CK: 328567 CT: 172099 BH: 1193428
1 @ 30.00 = 30.00 STMT MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 14572

[Signature page to Statement of Merger]

Executed on this 10 day of October, 2009.

ATLAS MINING SUB, INC.

By: 

Andre Zeitoun, President

ATLAS MINING COMPANY

By: 

Andre Zeitoun, President