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**STATEMENT OF MERGER
OF IDAHO ENERGY LIMITED PARTNERSHIP
AND BENEDICT HOLDCO, LLC
INTO OUTOTEC (USA) INC.**

SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned, being respectively duly authorized representatives of Idaho Energy Limited Partnership, a limited partnership duly organized and existing under and by virtue of the Uniform Limited Partnership Act of the State of Idaho, Benedict Holdco, LLC, a limited liability company duly organized and existing under the Limited Liability Company Act of the State of Delaware, and Outotec (USA) Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of Delaware.

DO HEREBY CERTIFY THAT:

FIRST: The name and jurisdiction of the governing statute of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Idaho Energy Limited Partnership	Idaho
Benedict Holdco, LLC	Delaware
Outotec (USA) Inc.	Delaware

SECOND: The Agreement and Plan of Merger among the parties to the merger, providing for the merger of Idaho Energy Limited Partnership and Benedict Holdco, LLC with and into Outotec (USA) Inc., resulting in Outotec (USA) Inc. being the surviving entity, and the performance of its terms have been authorized, approved, adopted and ratified, and the Agreement and Plan of Merger has been certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Sections 53-2-1106 and 53-2-1107 of

IDAHO SECRETARY OF STATE
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the Uniform Limited Partnership Act of the State of Idaho, Sections 30-18-202 and 30-18-203 of the Idaho Entity Transactions Act, Section 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 263 and 264 of the General Corporation Law of the State of Delaware.

THIRD: No amendments to the Certificate of Limited Partnership, Certificate of Formation or Certificate of Incorporation of any of the constituent entities, including the surviving entity, are to be effected by the merger.

FOURTH: The Certificate of Incorporation of Outotec (USA) Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: No new domestic or foreign entity is to be created pursuant to the Agreement and Plan of Merger.

SIXTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Outotec (USA) Inc., the surviving corporation, the address of which is 8280 Stayton Dr., Ste. M, Jessup, MD 20794.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any partner, member or stockholder, respectively, of the constituent entities.

EIGHTH: As to each of the undersigned entities, the approval of whose partners, members, directors or stockholders is required, the Agreement and Plan of Merger was unanimously approved.

NINTH: The approval of the Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the governing statute of each of the constituent entities of the merger.

TENTH: Outotec (USA) Inc., the surviving corporation, is duly qualified to transact business and in good standing in the State of Idaho, file number C189741.

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IN WITNESS WHEREOF, the parties have caused this Certificate and Articles of Merger to be executed by their duly authorized representatives on this 30 day of December, 2011.

IDAHO ENERGY LIMITED PARTNERSHIP

By: BENEDICT HOLDCO, LLC, limited partner

By: OUTOTEC (USA) INC., sole member

By: 

Name: Reiner Weidner

Title: Chairman of the Board

By: OUTOTEC (USA) INC., general and limited partner

By: 

Name: Reiner Weidner

Title: Chairman of the Board

BENEDICT HOLDCO, LLC

By: OUTOTEC (USA) INC., Sole Member

By: 

Name: Reiner Weidner

Title: Chairman of the Board

OUTOTEC (USA) INC.

By: 

Name: Reiner Weidner

Title: Chairman of the Board