

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, J. D. (CY) PRICE, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

RARE EARTHS, INCORPORATED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the third day of January, 1949,

original articles of amendment, as provided by Section 29-145, 29-147, Idaho Code Annotated, increasing the capital stock to \$500,000.00,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 15 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this third day of January, in the year of our Lord one thousand nine hundred forty-nine, and of the Independence of the United States of America the One Hundred Seventy-third.

Secretary of State.

ARTICLES OF AMENDMENT OF RARE EARTHS, INCORPORATED.

STATE OF IDAHO,)
) ss
COUNTY OF VALLEY.)

LELAND WAGGONER and C BEN MARTIN, each being separately sworn upon oath depose and say:

That Leland Waggoner is the duly elected, qualified and acting President, and that C Ben Martin is the duly elected, qualified and acting Secretary; that on December 22, 1948, pursuant to call for a meeting of the stockholders of RARE EARTHS, INCORPORATED issued by the Board of Directors on November 20, 1948, and pursuant to a thirty-day written notice of the time, place and purpose of the meeting given to all of the stockholders of said corporation, which notice stated among other things the specific purpose to be to amend Article VI of the Articles of Incorporation of said RARE EARTHS, INCORPORATED, by increasing the total number of shares of stock which the corporation shall have authority to issue to 5,000,000 shares, having a par value of Ten (10¢) Cents each, and amounting in the aggregate to \$500,000.00, AND, FURTHER, to repeal in its entirety Article VIII of the original Articles of Incorporation of RARE EARTHS, INCORPORATED, AND, FURTHER, to amend Article IX of the Articles of Incorporation of RARE EARTHS, INCORPORATED, to provide that the shares of stock of said corporation shall not be assessable in any manner or way, by the Board of Directors of this corporation or otherwise.

A meeting of the stockholders of said corporation was duly convened and held, whereas 9,375 shares of the 10,000 shares of

the issued outstanding shares of said corporation were present and represented; that at said meeting by resolution duly presented and unanimously adopted by the affirmative vote of said 9,375 outstanding shares, Article VI of the Articles of Incorporation of RARE EARTHS, INCORPORATED, a corporation, was amended to read as follows:

"Article VI

That the total authorized number of par value shares of this corporation shall be Five Million (5,000,000) shares, each of the par value of Ten (10¢) Cents, and of the aggregate par value of Five hundred Thousand (\$500,000.00) Dollars, which said shares shall be common stock."


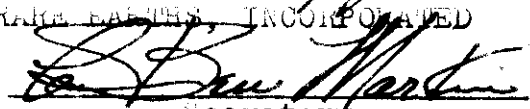
and that Article VIII of the Articles of Incorporation of RARE EARTHS, INCORPORATED, a corporation, was repealed in its entirety, and that Article IX of the Articles of Incorporation of RARE EARTHS, INCORPORATED, a corporation, was amended to read as follows:

"Article IX

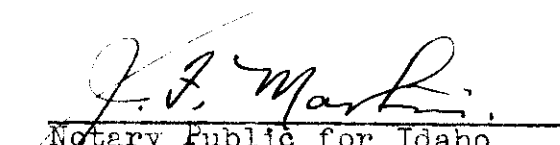
That the shares of this corporation shall not be assessable in any manner or way, by the Board of Directors of this corporation, or otherwise."

All of which appears upon and is of record in the minutes of said meeting duly recorded in the minute book of said corporation.

Signed in triplicate this 22nd day of December, 1948.


President
RARE EARTHS, INCORPORATED

Secretary
RARE EARTHS, INCORPORATED

The triplicate original is subscribed and sworn to before me this ²² day of December, 1948.


Notary Public for Idaho
Residence: Boise, Idaho