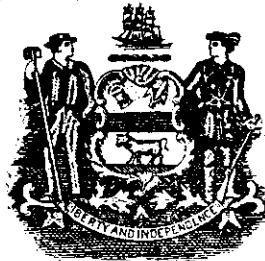


State of Delaware



Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger between the "YUBA CONSOLIDATED GOLD FIELDS", a corporation organized and existing under the laws of the State of Maine and "THE PORTUGUESE-AMERICAN TIN COMPANY", a corporation organized and existing under the laws of the State of Delaware, under the name of "YUBA CONSOLIDATED INDUSTRIES, INC.", as received and filed in this office the first day of August, A.D. 1957, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirtieth **day**
of September **in the year of our Lord**
one thousand nine hundred and fifty-seven.

John N. McDowell
Secretary of State

M. D. Tomlinson

Ass't. Secretary of State

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of June 10, 1957, between YUBA CONSOLIDATED GOLD FIELDS, a Maine corporation (hereinafter sometimes called "Yuba"), with its principal office in the State of Maine at 120 Exchange Street, Portland, Maine, THE PORTUGUESE-AMERICAN TIN COMPANY, a Delaware corporation (hereinafter sometimes called "Portuguese-American"), and a majority of the directors thereof, with its principal office in the State of Delaware at ~~100 West 10th Street~~, Wilmington, Delaware, and YUBA INDUSTRIES, INC., a California corporation (hereinafter sometimes called "Yuba Industries"), and a majority of the directors thereof, with its principal office in the State of California at 351 California Street, San Francisco, California (said corporations being hereinafter sometimes collectively called the "Constituent Corporations").

WHEREAS, Yuba is a corporation duly organized and existing under the laws of the State of Maine, having been incorporated on February 28, 1905, and having an authorized capital stock of 5,000,000 shares, all of which are of one class of the par value of \$1.00 a share, of which shares of capital stock 2,200,000 shares are issued and outstanding in the hands of the public; and

WHEREAS, Portuguese-American is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on February 17, 1912, and having an authorized capital stock consisting of 10,000 shares, all of which are of one class with a par value of \$10.00 a share, of which 9,870 shares are issued and outstanding in the hands of the public; and

WHEREAS, Yuba Industries is a corporation duly organized and existing under the laws of the State of California, having been incorporated on December 1, 1909, and having an authorized capital stock consisting of 200,000 shares, all of which are of one class of no par value, of which shares of capital stock 107,938 shares are issued and outstanding in the hands of the public; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable that said corporations merge and they have duly approved and authorized the form of this Agreement of Merger; and

WHEREAS, the laws of the States of Maine, Delaware and California permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Yuba and Yuba Industries shall be and the same hereby are merged into Portuguese-American, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying the same into effect are and the same shall be as follows:

ARTICLE I

The name of the corporation (which is sometimes hereinafter referred to as the "Surviving Corporation") shall, from and after the Effective Date of Merger, be

YUBA CONSOLIDATED INDUSTRIES, INC.

ARTICLE II

The principal office of the Surviving Corporation in Delaware shall be located in the City of Wilmington, County of New Castle, State of Delaware. The name of its Resident Agent in

charge thereof is The Corporation Trust Company, whose address is 100 West 10th Street, in the City of Wilmington, County of New Castle, State of Delaware, said address also being the address of the principal office of the Surviving Corporation.

The nature of the business of the Surviving Corporation and the objects and purposes to be transacted, promoted or carried on by it are as follows, to-wit:

(a) To manufacture, buy, sell, import, export, construct, erect, fabricate, assemble, lease or otherwise acquire, hold, own, use, manage, convey, mortgage, or otherwise dispose of and deal and trade in, either as principal, broker or agent of others, iron, steel, and any and all other metals, minerals, materials, and substances, and their products and waste and by-products; to manufacture, purchase or otherwise acquire, own, build, furnish, equip, construct, repair, utilize, handle, operate and maintain, trade and deal in any and all kinds of machinery, and any and all kinds of implements and articles of manufacture, and any and all kinds of mechanical apparatus, and any and all kinds of fixtures and supplies; to engage in the business of stamping, pressing, drawing and spinning of metals and metallic compounds and any other materials; to manufacture, obtain, use, and operate under licenses or otherwise, and to sell, license others to manufacture or use, lease or otherwise acquire, use, or in any manner dispose of any and all kinds of equipment, devices, machines or machinery, motors, adjuncts and appurtenances, manufactured or used under any one or more inventions, processes, methods, or otherwise, relating to or useful in, domestic, industrial, manufacturing, mercantile, agricultural, and other pursuits, and in addition thereto, metal, electrical, mechanical, and mercantile specialties and machines, appliances, utilities, devices, castings, implements, tools, fixtures, instruments, and apparatus of every kind and nature, and any other articles of commerce ordinarily made or used in a thoroughly equipped plant, machine shop, foundry, factory, or laboratory.

(b) To carry on the business and to license others to carry on the business of mining, quarrying, dredging, washing, milling, stamping, smelting, refining, dressing, amalgamating and preparing for market gold, silver, tin, copper, zinc, iron, lead, and coal and all kinds of ore and metal, mineral substances and stone; manufacturing said gold, silver, tin, copper and other ores, metals, mineral substances and stone into all kinds of merchantable forms, articles and things, and producing, buying, selling and dealing in all such ores, metals, mineral substances and stone and all manufactured products of the same; to manufacture, buy, sell, and deal in dredges, drills, derricks, mills, and mining, dredging, smelting and refining tools, and equipment and machinery and materials of every description; to purchase, lease or acquire by license, concession, grant, or otherwise any lands, mines, mineral rights, water rights, buildings, easements, rights and privileges, machinery, plant and other effects whatsoever which this Corporation may from time to time think proper to be acquired for any of its purposes; to sell or otherwise dispose of the lands, mines, and all other property of the Corporation; to search for ores and minerals and grant licenses for mining in or over any lands which may be acquired by the Corporation.

(c) To subscribe for, purchase or otherwise acquire, own, hold, invest in, use, sell, assign, transfer, exchange, pledge, mortgage or otherwise deal and trade in or with shares of stock, bonds, coupons, promissory notes, pledges, obligations, contracts, leases, evidences of debt or securities of any company, corporation or association, domestic or foreign, political or otherwise, and be a stockholder in any such company, corporation or association;

(d) To receive, collect, hold and dispose of interest, dividends and income upon, of and from any of the shares of stock, bonds, coupons, promissory notes, pledges, obligations, contracts, leases, evidences of debt, securities or other property held or owned by it and to exercise in respect thereof any and all rights, powers and privileges of individual ownership, including the right to vote thereon, and to do any and all acts and things tending to increase the value of the property at any time held by it;

(e) To apply for, obtain, register, purchase, lease, or by any other means acquire, hold, own, use, develop, introduce, grant licenses in respect of, or otherwise turn to account, sell, assign, lease, mortgage, or otherwise dispose of Letters Patent of the United States or of any foreign country, patents, patent rights, licenses, privileges, inventions, improvements, formulae, secret processes, copyrights, trade marks and trade names, and pending applications therefor and renewals thereof and any interest therein which may relate to or be useful in connection with any business of the Corporation, and to expend money in experimenting upon, testing, developing and improving or seeking to improve the same;

(f) To undertake and carry on any lawful business anywhere and generally to institute, enter into, carry on, assist, promote and/or participate in commercial, mercantile, industrial, financial and other businesses, works, contracts, syndicates, underwritings and other financial operations, and to act as brokers and financial agents of any individual, firm, corporation or association; and to aid in any manner any corporation, association or enterprise whose bonds or other obligations are held by this Corporation or in which this Corporation is in any way interested; and to merge or consolidate with any corporation in such manner as may be permitted by law;

(g) To afford financial and managerial assistance to other corporations, associations or enterprises in which the Corporation may have an interest, and to guarantee the performance of any contracts, agreements or leases of any such other corporation, association or enterprise, and to act as liquidating agent, assignee for creditors, or otherwise manage, control or liquidate the same;

(h) To purchase, or otherwise acquire, take over and manage the affairs and business, property and liabilities of any person, corporation or association carrying on any kind of business similar to the business of this Corporation which may seem conducive, either directly or indirectly, to the benefit of this Corporation;

(i) To issue bonds, debentures, or obligations of this Corporation, and/or borrow money on the note or notes of this Corporation for any of the objects or purposes of the Corporation and to secure the same by pledge, mortgage, deed of trust or otherwise of any property, real or personal, of every kind and nature at any time owned by the Corporation;

(j) To purchase, hold, sell and transfer the shares of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly; and provided further that the rights of creditors shall not thereby be affected;

(k) To have one or more offices or agencies in any state of the United States or elsewhere, and to conduct the same either in the name of this Corporation or as agents of others;

(l) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, to the same extent and as fully as natural persons might or could do, with all the powers now or hereafter conferred by the laws of the State of Delaware upon corporations incorporated under the laws thereof; provided, however, that nothing contained herein shall be construed to authorize this Corporation to transact business in any other state, territory, or country contrary to the provisions of the laws thereof, and that nothing herein shall be construed to authorize this corporation to conduct the business of banking, insurance, the ownership, maintenance, management or operation of a cemetery or cemeteries, or of selling or conveying lots, plots, or parts thereof in any cemetery, the construction or operation of railroads or aiding the construction thereof, or of savings banks, trust companies, loan and building associations, or of corporations intended to derive profit from the loan of money except as a reasonable incident to the transaction of other corporate business or where necessary to prevent corporate funds from being unproductive, or of safe deposit companies, including the renting of safes in burglar-proof and fire-proof vaults, or of educational corporations, or of common carriers

or transportation corporations, or of telegraph or telephone companies, or gas or electrical companies, or the development, manufacture or sale of water power, or of public utilities of any kind.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

ARTICLE IV

The total number of shares of stock which the Surviving Corporation shall be authorized to issue is 5,000,000 shares and the par value of each of such shares is \$1.00. All such shares are designated common stock and are of one and the same class and have full voting powers and equal rights of participation in dividends and assets of the Surviving Corporation and shall be non-assessable.

Holders of stock of the Surviving Corporation shall have no pre-emptive right to subscribe for any additional shares of the common stock or the securities of the Surviving Corporation convertible into common stock or any other securities of the Surviving Corporation.

ARTICLE V

The By-Laws of Portuguese-American, as they shall exist upon the Effective Date of Merger, shall be and remain and continue to be the By-Laws of the Surviving Corporation until they shall be altered, amended or repealed as therein provided.

ARTICLE VI

Persons who are directors of Portuguese-American on the Effective Date of Merger shall be and remain and continue to be directors of the Surviving Corporation; such directors shall hold office until the first annual meeting of the shareholders of the Surviving Corporation after the Effective Date of Merger and until their respective successors are elected or appointed in the manner provided by the By-Laws thereof. If on the Effective Date of Merger a vacancy shall exist in the Board of Directors of the Surviving Corporation for any reason whatsoever, such vacancy may be filled by the Board of Directors of the Surviving Corporation as provided in the By-Laws of the Surviving Corporation.

The first annual meeting of the shareholders of the Surviving Corporation after the Effective Date of Merger shall be the annual meeting provided for by the By-Laws thereof for the year 1958.

All persons who, upon the Effective Date of Merger, shall be executive or administrative officers of Portuguese-American shall be and remain and continue to be the officers of the Surviving Corporation, subject to the provisions of the By-Laws of the Surviving Corporation. The Board of Directors or the President of the Surviving Corporation may elect or appoint such additional officers as they may determine, subject to the provisions of the By-Laws of the Surviving Corporation.

The officers and directors of the Surviving Corporation who will serve as hereinabove set forth are as follows:

Officers: John L. McGara, President and Chairman of the Board of Directors
Ernest J. Gorman, Secretary
Carter P. Thacher, Treasurer
Robert S. Beach, Assistant Secretary
L. J. Bos, Assistant Treasurer

Directors: Ernest J. Gorman
Richard H. Keatinge
Edward F. McCrossin
John L. McGara
B. F. Pitman, Jr.
Morton Seidel
Carter P. Thacher

The first regular meeting of the Board of Directors of the Surviving Corporation after the Effective Date of Merger shall be held as soon as practicable thereafter.

ARTICLE VII

For all purposes of the laws of the State of Maine, this Agreement of Merger and the merger herein provided for shall become effective and the separate existence of Yuba Consolidated Gold Fields, a Maine corporation, except insofar as it may be continued by statute, shall cease as soon as:

(a) This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of Maine and certificates of its adoption and approval shall have been executed in accordance with such laws; and

(b) This Agreement of Merger and such certificates shall have been filed in the Office of the Secretary of State of the State of Maine.

For all purposes of the laws of the State of California, this Agreement of Merger and the merger herein provided for shall become effective and the separate existence of Yuba Industries, Inc., a California corporation, except insofar as it may be continued by statute, shall cease as soon as:

(a) This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of California and certificates of its adoption and approval shall have been executed in accordance with such laws; and

(b) This Agreement of Merger and such certificates shall have been filed in the Office of the Secretary of State of the State of California.

For all purposes of the laws of the State of Delaware, this Agreement of Merger and the merger herein provided for shall become effective and the separate existences of Yuba Consolidated Gold Fields and Yuba Industries, Inc., except insofar as they may be continued by statute, shall cease as soon as:

(a) This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of Delaware and certificates of its adoption and approval shall have been executed in accordance with such laws; and

(b) This Agreement of Merger and such certificates shall have been filed in the Office of the Secretary of State of the State of Delaware and recorded in the Office of the Recorder of New Castle County, Delaware.

The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Portuguese-American shall continue unaffected and unimpaired by the merger hereby provided for and the corporate identities, existences, purposes, powers, objects, franchises, rights and immunities of Yuba and Yuba Industries shall be continued in and merged into Portuguese-American and Portuguese-American shall be fully vested therewith. The date upon which this Agreement is so filed in said offices and upon which the Constituent Corporations shall so become a single corporation is herein sometimes called the "Effective Date of Merger".

ARTICLE VIII

The manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as set forth in this Article VIII:

(a) The manner and basis of converting the shares of Yuba into shares of the Surviving Corporation shall be as follows:

Immediately upon the Effective Date of Merger, each share of stock of Yuba outstanding in the hands of the public (being all of the shares of Yuba outstanding other than shares thereof held by Yuba as treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation, at the rate of one (1) share of the common stock of the Surviving Corporation for each one (1) share of the common stock of Yuba; and each such outstanding certificate representing such shares of common stock of Yuba shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of full-paid, non-assessable shares of common stock of the Surviving Corporation into which said shares of common stock of Yuba shall have been so converted.

(b) The manner and basis of converting the shares of Yuba Industries into the shares of the Surviving Corporation shall be as follows:

Immediately upon the Effective Date of Merger, each share of stock of Yuba Industries outstanding in the hands of the public (being all of the shares of Yuba Industries outstanding other than shares thereof held by Yuba and shares thereof held by Yuba Industries as treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation at the rate of six (6) shares of the common stock of the Surviving Corporation for each one (1) share of the stock of Yuba Industries; and each such outstanding certificate representing such shares of stock of Yuba Industries shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of full-paid, non-assessable shares of common stock of the Surviving Corporation into which said shares of common stock of Yuba Industries shall have been so converted.

(c) Immediately upon the Effective Date of Merger, each share of stock of Portuguese-American outstanding in the hands of the public (being all of the shares of Portuguese-American outstanding other than shares thereof held by Yuba and shares thereof held by Portuguese-American as treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation at the rate of twenty-three (23) shares of the common stock of the Surviving Corporation for each one (1) share of the stock of Portuguese-American; and each such outstanding certificate representing such shares of stock of Portuguese-American shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of full-paid, non-assessable shares of common stock of the Surviving Corporation into which said shares of common stock of Portuguese-American shall have been so converted.

Immediately upon the Effective Date of Merger, the shares of stock of the Constituent Corporations issued and outstanding in the name of Yuba and the shares of stock of the Constituent Corporations which are held as treasury shares by Yuba, Yuba Industries and Portuguese-American shall cease to exist and shall be deemed cancelled, retired and eliminated, and no shares of common stock of the Surviving Corporation shall be issued in respect thereof.

After the Effective Date of Merger and on or after the date fixed for such purpose by the Board of Directors of the Surviving Corporation, or the Executive Committee of said Board of Directors, each holder of an outstanding certificate or certificates theretofore representing stock of Yuba, Yuba Industries and Portuguese-American shall surrender the same to the Surviving Corporation, and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted. If the holder of such an outstanding certificate or certificates shall not

have surrendered the same, no dividends payable to the holders of record of common stock of the Surviving Corporation as of any date subsequent to the Effective Date of Merger shall be paid to such holder with respect to the number of shares of common stock of the Surviving Corporation represented by such outstanding certificate or certificates, but upon surrender of such outstanding certificate or certificates, there shall be paid to the record holder of the certificate or certificates for common stock of the Surviving Corporation issued in exchange therefor the amount of dividends which have theretofore become payable with respect to the number of shares of common stock of the Surviving Corporation represented by the certificate or certificates issued in the exchange.

In the event that this Agreement of Merger shall become effective on or before August 1, 1957, a dividend in the amount of fifteen cents (15¢) per share shall be payable on August 23, 1957, to the holders of record of the common stock of the Surviving Corporation as of August 2, 1957.

ARTICLE IX

Upon this merger becoming effective

(i) The Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities, obligations and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

(ii) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to said Constituent Corporations on whatever account as well as all other things in action or belonging to said Constituent Corporations; and

(iii) All property, rights, privileges, powers and franchises of said Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of said Constituent Corporations but all rights of creditors and all liens upon any property of any said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date of Merger, and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

ARTICLE X

From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations will execute and deliver or cause to be executed and delivered, all such deeds and other instruments, and shall take or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Article IX hereof and otherwise carry out the intent and purposes of this Agreement of Merger.

For the convenience of the parties and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE XI

The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

ARTICLE XII

The minimum amount of capital with which the Surviving Corporation will commence business is \$1,000.00.

ARTICLE XIII

The Surviving Corporation is to have perpetual existence.

ARTICLE XIV

The private property of the stockholders of the Surviving Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XV

This Agreement of Merger shall be submitted to the stockholders of the Constituent Corporations as provided by the applicable laws of the State of Maine, the State of California and the State of Delaware, respectively, at meetings which shall be held on or about July 26, 1954, or at such dates as the Boards of Directors of the Constituent Corporations shall mutually approve, and upon the approval and adoption thereof, in the manner provided by said laws, by the holders of the outstanding shares of capital stock of each of the Constituent Corporations, shall be deemed and taken to be the Agreement of Merger and act of merger of the Constituent Corporations; provided, however, that anything herein or elsewhere to the contrary notwithstanding, this Agreement of Merger may be terminated or abandoned before it becomes effective without further action or approval by the stockholders of any of the Constituent Corporations.

- (a) By mutual consent of the Boards of Directors of the Constituent Corporations; or
- (b) By the Board of Directors of any of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or
- (c) By the Board of Directors of any of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or affecting substantially any of the Constituent Corporations or the Surviving Corporation or any of their respective assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

ARTICLE XVI

Both the stockholders and directors of the Surviving Corporation may hold their meetings and the Surviving Corporation may have an office or offices in such place or places outside of the State of Delaware as the By-Laws may provide and the Surviving Corporation may keep its books outside of the State of Delaware except as otherwise provided by law.

ARTICLE XVII

The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred on stockholders therein are granted subject to this reservation.

ARTICLE XVIII

This Agreement of Merger shall constitute the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date of Merger.

ARTICLE XIX

In the event the merger herein proposed shall become effective, the Surviving Corporation agrees that it may be served with process in the State of Maine in any proceeding for enforcement of any obligation of Yuba, including any amount determined pursuant to the provisions of Sections 85 to 95, inclusive, of Chapter 53 of the Revised Statutes of Maine, 1954, as Amended, and shall irrevocably appoint the Secretary of State of the State of Maine as its agent to accept service of process in an action for the enforcement of payment of any such obligation or any amount determined under the provisions of Sections 85 to 95, inclusive, as aforesaid. The address to which a copy of such process shall be mailed is:

Yuba Consolidated Industries, Inc.
351 California Street
San Francisco 4, California

ARTICLE XX

The capital of The Portuguese-American Tin Company will not be reduced under or by reason of said merger.

IN WITNESS WHEREOF, Yuba has caused this Agreement of Merger to be signed in its corporate name by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary, and a majority of the directors of Yuba Industries have hereunto set their hands under its corporate seal, attested by its Secretary, and a majority of the directors of Portuguese-American have hereunto set their hands under its corporate seal, attested by its Assistant Secretary, all as of the day and year first above written.

YUBA CONSOLIDATED GOLD FIELDS

By /s/ John L. McGara
President

ATTEST:

/s/ Robert S. Beach
Assistant Secretary
(~~Corporate Seal~~)

YUBA CONSOLIDATED GOLD FIELDS
1905
MAINE

/s/ Ernest J. Gorman
/s/ Robert C. Hinkel
/s/ William J. Holcombe
/s/ Richard H. Keatinge
/s/ Edward F. McCrossin
/s/ John L. McGara
/s/ Carter P. Thacher

A majority of the Directors of
YUBA INDUSTRIES, INC.

ATTEST:

/s/ Robert S. Beach
Secretary
(~~Corporate Seal~~)

YUBA INDUSTRIES, INC.
INCORPORATED
DEC. 1, 1909
UNDER THE LAWS OF CALIFORNIA
CALIFORNIA

/s/ Ernest J. Gorman
/s/ Richard H. Keatinge
/s/ Edward F. McCrossin
/s/ John L. McGara
/s/ Morton Seidel
/s/ Carter Thacher

A majority of the Directors of
THE PORTUGUESE-AMERICAN TIN
COMPANY

ATTEST:

/s/ Robert S. Beach
Assistant Secretary
(~~Corporate Seal~~)

THE PORTUGUESE-AMERICAN TIN COMPANY^{A-9}
CORPORATE SEAL
1912
DELAWARE

CERTIFICATE OF SECRETARY
OF
YUBA CONSOLIDATED GOLD FIELDS

I, ERNEST J. GORMAN, of the City and County of San Francisco, State of California, hereby certify that I am Secretary of YUBA CONSOLIDATED GOLD FIELDS, a corporation incorporated under the laws of the State of Maine, having its principal office at Portland, Maine; that at a meeting of the shareholders of the capital stock of said corporation separately called for the purpose of taking the same into consideration and held at the principal office thereof on the 26th day of July, 1957, at which meeting a majority of the voting power of the said corporation was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by the vote of stockholders representing at least a majority of the voting power of the corporation.

I further certify that said meeting was duly and legally called and notified in accordance with the provisions of the statutes of the State of Maine and that the action proposed to be taken at such meeting was specified in the Notice of the meeting.

DATED: July 26, 1957.

~~(Signature)~~

 **Ernest J. Gorman**

Ernest J. Gorman, Secretary

YUBA CONSOLIDATED GOLD FIELDS
1905
MAINE

CERTIFICATE OF SECRETARY
OF
THE PORTUGUESE-AMERICAN TIN COMPANY

I, ERNEST J. GORMAN, Secretary of THE PORTUGUESE-AMERICAN TIN COMPANY, a Delaware corporation, hereby certify that the Agreement of Merger on which this certificate is made, after first being signed by a majority of the directors of THE PORTUGUESE-AMERICAN TIN COMPANY, by the President and Assistant Secretary of YUBA CONSOLIDATED GOLD FIELDS and by a majority of the directors of YUBA INDUSTRIES, INC., under the respective corporate seals of said corporations, was duly submitted to the shareholders of THE PORTUGUESE-AMERICAN TIN COMPANY at a special meeting thereof duly called separately for the purpose of taking the same into consideration, in accordance with the laws of the State of Delaware applicable thereto; and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and that the votes of shareholders of THE PORTUGUESE-AMERICAN TIN COMPANY representing more than two-thirds of the total number of shares of its outstanding capital stock were for the adoption of said Agreement of Merger.

WITNESS my hand and the seal of THE PORTUGUESE-AMERICAN TIN COMPANY
this 26th day of July, 1957.

(~~Corporate Seal~~)

 Ernest J. Gorman

Secretary

THE PORTUGUESE-AMERICAN TIN COMPANY
CORPORATE SEAL
1912
DELAWARE

CERTIFICATE OF SECRETARY
OF
YUBA INDUSTRIES, INC.

I, ROBERT S. BEACH, Secretary of YUBA INDUSTRIES, INC., a California corporation, hereby certify that the Agreement of Merger on which this certificate is made, after being signed signed by the President and Assistant Secretary of YUBA CONSOLIDATED GOLD FIELDS, by a majority of the directors of YUBA INDUSTRIES, INC. and by a majority of the directors of THE PORTUGUESE-AMERICAN TIN COMPANY, under the respective corporate seals of said corporations, and after the approval by resolution of said Agreement by the Board of Directors of said YUBA INDUSTRIES, INC., was duly submitted to the shareholders of said YUBA INDUSTRIES, INC. at a special meeting thereof duly called separately for the purpose of taking the same into consideration in accordance with the laws of the State of California applicable thereto; and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and that the votes of shareholders of said YUBA INDUSTRIES, INC. representing more than two-thirds of the total number of shares of its issued and outstanding capital stock were for the adoption of said Agreement of Merger.

WITNESS my hand and the seal of YUBA INDUSTRIES, INC. this 26th day of July, 1957.

(~~Corporate Seal~~)

~~/s/~~Robert S. Beach

Secretary

YUBA INDUSTRIES, INC.
INCORPORATED
DEC. 1, 1909
UNDER THE LAWS OF CALIFORNIA
CALIFORNIA

YUBA CONSOLIDATED GOLD FIELDS has caused the foregoing Agreement of Merger, adopted and certified as aforesaid, to be signed by its President and Secretary under its corporate seal this 26th day of July, 1957.

YUBA CONSOLIDATED GOLD FIELDS

(~~Corporate Seal~~) 1905
MAINE

ATTEST:

/s/ Robert S. Beach
Assistant Secretary

YUBA CONSOLIDATED GOLD FIELDS

By /s/ J. L. McGara
President

By /s/ Ernest J. Gorman
Secretary

THE PORTUGUESE-AMERICAN TIN COMPANY has caused the foregoing Agreement of Merger, adopted and certified as aforesaid, to be signed by its President and Secretary under its corporate seal this 26th day of July, 1957.

(~~Corporate Seal~~)
THE PORTUGUESE-AMERICAN TIN
ATTEST: COMPANY

CORPORATE SEAL
1912
DELAWARE

/s/ Robert S. Beach
Assistant Secretary

THE PORTUGUESE-AMERICAN TIN
COMPANY

By /s/ J. L. McGara
President

By /s/ Ernest J. Gorman
Secretary

YUBA INDUSTRIES, INC. has caused the foregoing Agreement of Merger, adopted and certified as aforesaid, to be signed by its President and Secretary under its corporate seal this 26th day of July, 1957.

(~~Corporate Seal~~) YUBA INDUSTRIES, INC.
INCORPORATED
ATTEST: DEC. 1. 1909
UNDER THE LAWS OF
CALIFORNIA
CALIFORNIA

/s/ Ernest J. Gorman
Assistant Secretary

YUBA INDUSTRIES, INC.

By /s/ J. L. McGara
President

By /s/ Robert S. Beach
Secretary

ACKNOWLEDGMENTS OF PRESIDENT AND SECRETARY

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } SS

On July 26, 1957....., before me, the undersigned, a Notary Public in and for said County and State, personally appeared John L. McGara, known to me to be the President, and Ernest J. Gorman, known to me to be the Secretary of YUBA CONSOLIDATED GOLD FIELDS, and known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

~~(Seal)~~

GLORIA WESTERBERG
NOTARY PUBLIC
CITY & COUNTY
SAN FRANCISCO, CAL. EUREKA

~~/s/~~ **Gloria Westerberg**

Notary Public in and for said County and State

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } SS

On July 26, 1957....., before me, the undersigned, a Notary Public in and for said County and State, personally appeared John L. McGara, known to me to be the President, and Ernest J. Gorman, known to me to be the Secretary of THE PORTUGUESE-AMERICAN TIN COMPANY, and known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

~~(Seal)~~

GLORIA WESTERBERG
NOTARY PUBLIC
CITY & COUNTY
SAN FRANCISCO, CAL. EUREKA

~~/s/~~ **Gloria Westerberg**

Notary Public in and for said County and State

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } SS

On July 26, 1957....., before me, the undersigned, a Notary Public in and for said County and State, personally appeared John L. McGara, known to me to be the President, and Robert S. Beach, known to me to be the Secretary of YUBA INDUSTRIES, INC., and known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

~~(Seal)~~

GLORIA WESTERBERG
NOTARY PUBLIC
CITY & COUNTY
SAN FRANCISCO, CAL. EUREKA

~~/s/~~ **Gloria Westerberg**

Notary Public in and for said County and State

**CERTIFICATE OF SECRETARY
OF
YUBA CONSOLIDATED GOLD FIELDS**

I, ERNEST J. GORMAN, of the City and County of San Francisco, State of California, hereby certify that I am Secretary of YUBA CONSOLIDATED GOLD FIELDS, a corporation incorporated under the laws of the State of Maine, having its principal office at Portland, Maine; that at a meeting of the directors of said corporation duly noticed and called for the purpose of taking the same into consideration and held at the offices of the corporation, 351 California Street, San Francisco 4, California, on June 10, 1957, at which meeting a quorum of the said Board of Directors were at all times present and acting, the foregoing Agreement of Merger was duly authorized and adopted by a majority of said Board of Directors and the officers of the corporation were authorized and directed to take such steps as they might deem necessary or proper to procure the approval of said Agreement of Merger by the vote of stockholders representing at least a majority of the voting power of the corporation. Further, said officers were authorized and directed to execute in the name of and on behalf of the corporation all such deeds, bills of sale, assignments and other and further documents as they may deem necessary and proper to effectuate such Agreement of Merger. Further, that the President and Secretary or Assistant Secretary of the corporation were authorized and directed to execute and deliver on behalf of the corporation and in its name the aforesaid Agreement of Merger.

I further certify that said meeting was duly and legally called and notified in accordance with the provisions of the statutes of the State of Maine.

I further certify that at a meeting of the shareholders of the capital stock of said corporation separately called for the purpose of taking the same into consideration and held at the principal office thereof on the 26th day of July, 1957, at which meeting a majority of the voting power of the said corporation was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by the vote of stockholders representing at least a majority of the voting power of the corporation.

I further certify that said meeting was duly and legally called and notified in accordance with the provisions of the statutes of the State of Maine and that the action proposed to be taken at such meeting was specified in the Notice of the meeting.

DATED: July 26, 1957.

(Corporate Seal)

YUBA CONSOLIDATED GOLD FIELDS
1905
MAINE

/s/ Ernest J. Gorman
Ernest J. Gorman, Secretary