

State of Idaho

Department of State

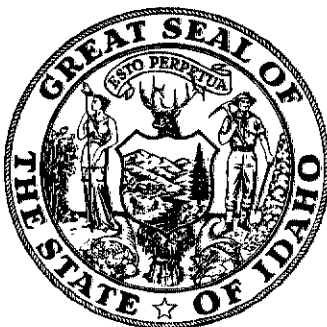
CERTIFICATE OF AMENDMENT OF

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: April 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APR 22 2 30 PM '96
SECRETARY OF STATE
IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NEUTRON THERAPIES, INC.

IDAHO SECRETARY OF STATE
DATE 04/22/1996 0900 56429

CK #: 660 CUST# 1681
AMEND PROF 30.00= 30.00
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Pursuant to the provisions of §§ 30-1-59 & 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation adopts these Amended and restated articles of incorporation.

These Amended and restated articles of incorporation were adopted by the sole shareholder and sole director of the corporation on March 8, 1996, in accordance with the procedures required in I.C. §§ 30-1-59 & 30-1-64.

The articles of incorporation filed with the Idaho Secretary of State on December 1, 1995 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 any and 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 1,000 shares, no par value, preferred non-voting stock.

The dividend rights of the preferred stock shall be superior to the dividend rights of the common stock. In no case, are dividend rights of the preferred stock cumulative. 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. Each share of preferred stock shall be entitled to \$10 upon any liquidation, dissolution, or winding up of the Corporation. 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 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:

| Name | Address |
|------------------|--|
| Winston V. Beard | 2105 Coronado Street, Idaho Falls, ID 83404 |

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. 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, ID 83404 |
|------------------|---|

The corporation has previously issued only common stock. 1,200,000 shares of common stock are outstanding. All outstanding shares of stock voted in favor of the amendment.

Stated capital is not affected by these amendments. Stated capital will continue to be \$.01/share.

Dated: March 12, 1996

Neutron Therapies, Inc.

By: *Sanjay Todman*
Its: President

nti.art.amend.doc