

CERTIFICATION

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

WAYNE PARKER and DAVID MICHAEL FULLMER, after
being first duly sworn, depose and say:

1. That Wayne Parker is the duly elected and acting President and David Michael Fullmer is the duly elected and acting Secretary of Golden Copper Queen Mining Corporation, an Idaho corporation.
2. That on the 25th day of May, 1973, they caused to be mailed to each and every stockholder of record of Golden Copper Queen Mining Corporation, as the same appeared on the books and records of the Corporation, at the close of business on May 25, 1973.
 - (a) Notice of a Special Meeting of Stockholders of Golden Copper Queen Mining Corporation to be convened on June 4, 1973, at 9:00 A.M., local time, at the Downtowner Motel in Boise, Idaho.
 - (b) A Proxy Statement and Proxy prepared for use at the Special Meeting of Stockholders for June 4, 1973.
3. That the Special Meeting of Stockholders was duly convened on June 4, 1973, at 9:00 A.M., local time, at the Downtowner Motel in Boise, Idaho, at which there were present or represented by proxy 245,862 shares of the 296,273 shares outstanding of the Common Stock of Golden Copper Queen Mining Corporation. 222,440 shares voted FOR the adoption of the resolution providing for the merger of Golden Copper Queen Mining Corporation and Unidyne, which is in excess of 66-2/3% of the outstanding stock of Golden Copper Queen Mining Corporation, and 23,422 shares voted AGAINST the proposal. Thereupon, the Merger Agreement between Golden Copper Queen Mining Corporation and Unidyne was duly adopted.

DATED this 8th day of June, 1973.


Wayne Parker, President


David Michael Fullmer, Secretary

SUBSCRIBED and SWORN to before me this 8th day of June,
1973.

[Handwritten Signature]
Notary Public in and for Salt Lake
County, Utah.

My Commission Expires:

3 4 76

CERTIFICATION

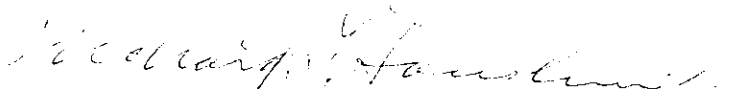
STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)


RICHARD G. SOUTHWICK and R. WILLIAM BRADFORD,
after first being duly sworn, depose and say:

1. That Richard G. Southwick is the duly elected and acting President, and R. William Bradford is the duly elected and acting Secretary of Unidyne, a Nevada corporation.

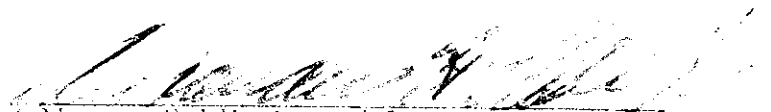
2. That on Friday, June 8, 1973, a Special Meeting of Stockholders of Unidyne, a Nevada corporation, was duly convened and held at 1400 First National Bank Building, One East First Street, Reno, Nevada, at which time there was present all of the outstanding stock of the corporation: namely, 1,000 shares of Common Stock. Notice of the Special Meeting of Stockholders had been waived by the only stockholder of Unidyne in accordance with the provisions of Section 78.370(6) of the Nevada Revised Statutes. That at the Special Meeting of Stockholders 1,000 shares voted FOR the adoption of the resolution providing for the merger of Golden Copper Queen Mining Corporation, an Idaho corporation, with Unidyne, a Nevada corporation, and no shares voted AGAINST the proposal. Thereupon, the merger agreement between Unidyne and Golden Copper Queen Mining Corporation was duly adopted.

DATED this 8th day of June, 1973.


Richard G. Southwick, President


R. William Bradford, Secretary

SUBSCRIBED and SWORN to before me this 8th day of June,
1973.


Notary Public in and for Salt Lake
County, Utah.

My Commission Expires:

3-7-14

MERGER AGREEMENT

between

UNIDYNE

and

GOLDEN COPPER QUEEN MINING CORPORATION

WITNESS the terms of the Merger Agreement by and
between:

UNIDYNE, a Nevada corporation, hereinafter referred to as "Unidyne", and

GOLDEN COPPER QUEEN MINING CORPORATION, an Idaho corporation, hereinafter referred to as "Golden Copper".

RECITALS

1. Identity of Parties. Unidyne was incorporated in accordance with the laws of the State of Nevada on June 8, 1973, with a capitalization of 10,000,000 shares of Common Stock, par value \$1.00 per share, which Common Stock is non-assessable. There are outstanding as of this date 1,000 shares of Common Stock. Golden Copper was organized in accordance with the laws of the State of Idaho and has an authorized capitalization of 750,000 shares of Common Stock with a par value of \$1.00 per share, of which there are issued and outstanding 296,273 shares.
2. Assumption of Assets Subject to Liabilities. Unidyne, a Nevada corporation, when this Merger Agreement shall become effective, as is hereinafter provided, shall assume all of the assets and all of the liabilities standing on the books and records of Golden Copper, an Idaho corporation. As a result thereof, Golden Copper shall no longer be engaged in business, having then merged into Unidyne.

3. Requirements of Nevada Law. Unidyne is a Nevada corporation. Pursuant to the laws of the State of Nevada, a majority of the directors of Unidyne may enter into a Merger Agreement setting forth the terms and conditions of the proposed merger, including a statement of the capitalization, the number of shares of Common Stock of the surviving corporation, Unidyne, a statement of the manner of conversion of the shares and assets of the retiring corporation, Golden Copper, a statement as to whether a new corporation is to be formed, a statement of the method of carrying the terms of the agreement into effect, and such other details as may be deemed necessary to disclose all matters effective in a merger. The laws of the State of Nevada further provide that notice of a proposed merger shall be given by mail to the last known address of each stockholder, not less than ten days prior to such meeting. Such notice shall contain the time and place of meeting. The laws of the State of Nevada provide further that notice of a proposed merger may be waived by the stockholders. By the further terms of the laws of the State of Nevada, it is specified that if a majority of the outstanding stock of the Nevada corporation, Unidyne, shall be voted in favor of the merger, the agreement shall be declared adopted. The vote thereon shall be certified on the agreement by the President or Vice President and by the Secretary or Assistant Secretary of the Nevada corporation, Unidyne. The agreement shall be signed and acknowledged by the President or Vice President and by the Secretary or Assistant Secretary of the Nevada corporation, Unidyne, and the seal of such corporation shall be affixed thereto whereupon the same shall be filed in the Office of the Secretary of State of Nevada. Upon the recordation in the Office of the Secretary of State of Nevada the merger shall, insofar as Nevada law is concerned, be deemed to be consummated with the same result as respects assets and liabilities as is specified under Idaho law.

4. Requirements of Idaho Law. Upon completion of the various steps necessary to place this Merger Agreement into effect, the same shall become effective. The action contemplated hereby is deemed under Idaho law to be a merger. In connection with a merger, Idaho law requires that the Board of Directors of the Idaho corporation, Golden Copper, shall by resolution approve and adopt the Plan of Merger. The Plan of Merger shall specify the names of the corporations proposing to merge. The name of the surviving corporation, the terms and conditions of the merger, manner and basis of converting the shares of the retiring corporation, Golden Copper, into shares of the surviving corporation, Unidyne, a statement of any changes in the Articles of Incorporation of the surviving corporation, Unidyne, to the extent that they are the result of such merger, and such other provisions with respect to the merger as are deemed necessary or desirable shall also be specified in the Plan of Merger. The statutes of the State of Idaho further require that the Board of Directors of Golden Copper by resolution direct that the Plan of Merger be submitted to a vote of a meeting of the shareholders of Golden Copper, that written or printed notice shall be given to each stockholder of record no less than ten days prior to such meeting, and that such notice shall state the purpose of the meeting, as well as the place, day and hour thereof, and shall be delivered either personally or by deposit in the United States mail, properly addressed, postage prepaid. Idaho law further requires that a copy of or a summary of a Plan of Merger shall be included or enclosed with such notice. The laws of the State of Idaho further specify that the Plan of Merger shall be deemed to have been approved upon receiving the affirmative vote of holders of at least two-thirds of the outstanding shares of Golden Copper, and such laws specify

that upon such approval, Articles of Merger shall be executed in triplicate by the President or Vice President and by the Secretary or Assistant Secretary of Golden Copper, and shall be verified by one of such officers. Such Articles of Merger shall record or set forth the Plan of Merger, the number of shares outstanding with respect to each corporation, and the number of shares voted for and against the Plan of Merger. It is further required that such triplicate originals be delivered to the Secretary of State of Idaho, and upon the subsequent issuance of a Certificate of Merger by the Secretary of State, the corporations party to the merger shall become a single corporation, the separate existence of the merged corporation, Golden Copper, shall cease, and the surviving corporation, Unidyne, shall have all the rights, privileges, immunities, powers, properties and assets and shall be subject to the duties, liabilities, debts and obligations of both corporations. It is the intention of the parties to this agreement that upon the issuance of a Certificate of Merger by the Secretaries of State of Idaho and Nevada and the final compliance of the laws of the States of Idaho and Nevada, this Merger Agreement shall become effective.

NOW, THEREFORE, FOR AND IN CONSIDERATION OF THE FOREGOING RECITALS, AND THE MUTUAL COVENANTS HEREINAFTER SET FORTH, UNIDYNE AND GOLDEN COPPER DESIRE TO MERGE, AS THAT TERM IS USED IN THE LAWS OF THE STATES OF IDAHO AND NEVADA, DO HEREBY, ACTING THROUGH A MAJORITY OF THE BOARD OF DIRECTORS OF EACH SUCH CORPORATION, AGREE TO MERGE AS FOLLOWS:

5. Statement under Nevada Law. The terms and conditions of the proposed merger of Golden Copper into Unidyne shall be as follows:

(a) The Articles of Incorporation of Unidyne, which are on file with the Secretary of State of Nevada, shall be the Articles of Incorporation of the surviving corporation.

(b) The manner of converting shares of Common Stock of Golden Copper will be on a basis of one share of Golden Copper being converted into one share of Unidyne.

6. Statement under Idaho Law. The Plan of Merger of Golden Copper into Unidyne shall be as follows:

(a) The names of the corporations proposing to merge are Unidyne, a Nevada corporation, and Golden Copper, an Idaho corporation. Golden Copper proposes to merge into Unidyne and Unidyne is hereby designated as the surviving corporation.

(b) The shares of Common Stock of Golden Copper shall be converted into Common Stock of Unidyne on a basis of one share of Golden Copper for one share of Unidyne, the surviving corporation, on the effective date of this Merger Agreement.

(c) The assets of Golden Copper, upon this Merger Agreement becoming finally effective, will become the assets of Unidyne.

7. Agreement to Merge. The parties hereby agree that Golden Copper shall be merged into Unidyne and they do hereby further specifically agree in order to accomplish such results as follows:

(a) Each of the parties hereto shall prepare and cause to be mailed such notices as may be required or be desirable pursuant to the laws of the States of Nevada and Idaho. And in addition, they shall see to the mailing to the stockholders of the parties of all information which may be reasonably necessary or desirable in order to permit such stockholders to reach an intelligent and informed decision with respect to the proposed merger. The expense of all such notices, reports and information and of the mailing of the same shall be borne by the party with respect to which the material is prepared or to whose stockholders the material is submitted, as the case may be, save only that neither party shall be charged by the other for the

costs of preparing any reports or documents heretofore published and available and deemed desirable for such distribution.

(b) Each of the parties hereto shall proceed with all due diligence, but strictly in cooperation with the other, to secure the approval of this Merger Agreement by the requisite vote of the stockholders of the parties and shall thereafter see to the filing of all required notices and undertakings of every kind and character, pursuant to the laws of the States of Nevada and Idaho.

(c) Upon the completion of the final steps necessary to permit this Merger Agreement to become effective, the same shall forthwith become effective wherein Unidyne shall take over the assets and assume the liabilities of Golden Copper, and the stockholders of Golden Copper shall surrender their stock certificates in exchange for Common Stock of Unidyne in a share for share basis.

8. Expenses and Fees. Unidyne shall discharge all expenses in connection with calling and convening a special stockholders meeting to ratify the Merger Agreement. Golden shall discharge all expenses in connection with calling and convening a special stockholders meeting to ratify the Merger Agreement. This agreement contemplates an audit, inventory and verification of the assets and liabilities of each of the corporations at the discretion of each corporation. The expense of the audit, inventory or verification shall be discharged by the corporation electing to conduct the audit, inventory or verification.

9. Conditions Precedent to Effectiveness. Notwithstanding any other terms and conditions hereof, this Merger Agreement shall become effective only if the requirements of the laws of the States of Idaho and Nevada, precedent to effectiveness, have been formally complied with.

10. Directors and Officers.

(a) On the effective date of the merger, the Board of Directors of Unidyne, the surviving corporation, shall consist of

three directors. The terms of office of such members of the Board of Directors shall be until the first annual meeting of the stockholders of Unidyne, the surviving corporation, after the effective date of the merger and until their successors shall be elected and shall have qualified. The respective names and addresses of such directors are as follows:

NAME	ADDRESS
Richard G. Southwick	1290 Woodland Lane, Bountiful, Ut.
Lonnie R. Fausett	150 East 700 South, Farmington, Ut.
R. William Bradford	1700 University Club Building, Salt Lake City, Utah

(b) Upon the effective date of the merger, there shall be three officers of Unidyne who are presently holding these positions. These officers, each of whom shall hold office until a successor shall have been duly elected or appointed and shall have qualified, or until his earlier death, resignation or removal, and their respective offices and addresses are as follows:

NAME	OFFICE	ADDRESS
Richard G. Southwick	President	1290 Woodland Lane Bountiful, Utah
Lonnie R. Fausett	Vice President and Treasurer	150 East 700 South Farmington, Utah
R. William Bradford	Secretary	1700 University Club Bldg. Salt Lake City, Utah

11. Dissenting Shareholders. Unidyne, as the surviving corporation, will comply with the provisions of the Nevada Revised Statutes, with the appraisal of and payment for stock of stockholders objecting to the merger. The surviving corporation, Unidyne, agrees that the payments for such stock and the cost of all proceedings in connection with all matters necessary to be performed in connection therewith will be at the expense of Unidyne.

12. Abandonment of Merger. Anything herein to the contrary notwithstanding, this merger may be terminated and the merger provided herein abandoned at any time prior to the effective date of the merger, whether before or after such action of the stockholders, pursuant to resolution adopted by the Board of Directors of either Unidyne or Golden Copper. In the event of the termination or abandonment of this Agreement of Merger, the same shall become wholly void and of no effect and there shall be no liability on the part of either Unidyne or Golden Copper or their respective Boards of Directors or the stockholders.

13. Execution. This Agreement of Merger may be executed in any number of counterparts, all of which together shall constitute one original Agreement of Merger.

IN WITNESS WHEREOF, Unidyne and Golden Copper caused this instrument to be executed by their duly authorized officers in each case by authority of the majority of the Board of Directors of each corporation, and have caused their seals to be hereto affixed and a majority of the Board of Directors of each corporation have executed this agreement as of the day and year set forth below.

DATED this 25th day of May, 1973.

ATTEST:

R. M. Bradford
Secretary

UNIDYNE

Richard G. Faussett
President

A Majority of the Board of Directors:

Richard G. Faussett
Thomas R. Faussett
R. M. Bradford

ATTEST:

GOLDEN COPPER QUEEN MINING CORPORATION

David Michael Fullmer
Secretary

Wayne M. Parker
President

A Majority of the Board of Directors:

David Michael Fullmer
Wayne M. Parker

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

On the 25th day of May, 1973, personally appeared before me RICHARD G. SOUTHWICK and R. WILLIAM BRADFORD, who, being by me duly sworn, did say, each for himself, that he, the said RICHARD G. SOUTHWICK, is the President, and he, the said R. WILLIAM BRADFORD, is the Secretary of UNIDYNE, and that the within and foregoing instrument was signed in behalf of said Corporation by authority of a Resolution of its Board of Directors and said RICHARD G. SOUTHWICK and R. WILLIAM BRADFORD each duly acknowledged to me that said Corporation executed the same and that the seal affixed is the seal of said Corporation.

Richard G. Southwick
Notary Public in and for Salt Lake County,
Utah.

My Commission Expires:

2-7-68

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

On the 25th day of May, 1973, personally appeared before me WAYNE PARKER and DAVID MICHAEL FULLMER, who, being by me duly sworn, did say, each for himself, that he, the said WAYNE PARKER, is the President, and he, the said DAVID MICHAEL FULLMER, is the Secretary of GOLDEN COPPER QUEEN MINING CORPORATION, and that the within and foregoing instrument was signed in behalf of said Corporation by authority of a Resolution of its Board of Directors and said WAYNE PARKER and DAVID MICHAEL FULLMER each duly acknowledged to me that said Corporation executed the same and that the seal affixed is the seal of said Corporation.

Richard G. Southwick
Notary Public in and for Salt Lake County,
Utah.

My Commission Expires:

2-7-68