

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

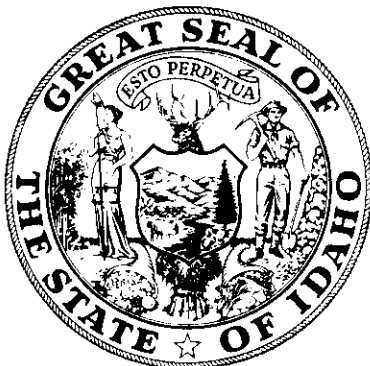
DENISON MINES (U.S.) INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **DENISON MINES (U.S.) INCORPORATED**

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **DENISON MINES (U.S.) INCORPORATED** to transact business in this State under the name **DENISON MINES (U.S.) INCORPORATED** and attach hereto a duplicate original of the Application for such Certificate.

Dated April 23, _____, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Denison Mines (U.S.) Incorporated
2. *The name which it shall use in Idaho is Denison Mines (U.S.) Incorporated
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 28, 1966 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in oil and gas and other mineral exploration
activities and to take all actions incident thereto.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED SCHEDULE FOR ADDITIONAL DIRECTORS		
<u>E. B. McConkey</u>	<u>Pres/Dir</u>	<u>P.O. Box 40, South Tower</u> <u>Royal Bank Plaza, Toronto Ontario</u>
<u>S. S. Hultgreen</u>	<u>Secretary</u>	<u>P.O. Box 40, South Tower</u> <u>Royal Bank Plaza, Toronto Ontario</u>
<u>C. G. Fullerton</u>	<u>Treasurer</u>	<u>P.O. Box 40, South Tower</u> <u>Royal Bank Plaza, Toronto Ontario</u>
<u>C. H. Frame</u>	<u>Director</u>	<u>P.O. Box 40, South Tower</u> <u>Royal Bank Plaza, Toronto Ontario</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,010</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 14th, 19 81

Denison Mines (U.S.) Incorporated
By L. L. Samoil
L. L. Samoil
Its Vice President
and S. S. Hultgreen
S. S. Hultgreen
Its Secretary

STATE OF City of Toronto, Municipality
of Metropolitan Toronto and
COUNTY OF Province of Ontario

I, John M. Mullen, a notary public, do hereby certify that on
this 14th day of April, 19 81, personally appeared before
me L. L. Samoil, who being by me first duly sworn, declared that he
is the Vice President of Denison Mines (U.S.) Incorporated

that he signed the foregoing document as Vice President of the corporation and that the
statements therein contained are true.

John M. Mullen
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DENISON MINES (U.S.) INCORPORATED

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
John Antony	Director	1766 Lincoln Street Suite 810 Denver, Colorado 80203
L. L. Samoil	Vice-President/ Director	P.O. Box 40, South Tower Royal Bank Plaza Toronto, Ontario M5J 2K2

CERTIFICATE OF INCORPORATION
of
DENISON MINES (U.S.) INCORPORATED

FIRST: The name of this corporation is DENISON MINES (U.S.) INCORPORATED (hereinafter called the "Corporation").

SECOND: The principal office of the Corporation in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on by the Corporation are as follows:

(a) To enter into, maintain, operate or carry on in all of its branches the business of mining and of drilling, boring and exploring for, producing, refining, treating, distilling, manufacturing, handling, buying and selling and dealing in petroleum, oil, natural gas, bitumen,

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bituminous rock, and any and all other mineral or hydro-carbon substances;

(b) To acquire by purchase, lease, gift, assignment, exchange, or in any other manner, and to hold, own, plot, subdivide, develop or improve, and to grant, convey, assign, transfer, exchange, sell, mortgage, pledge, lease, equip, furnish, use, maintain, repair, decorate, operate, rent, collect rents on, hire, manage, or otherwise dispose of, encumber or deal in lands, interests in lands, mining claims, mineral rights, mines, wells, refineries, buildings, structures, facilities, or personal property of any nature, improved, or unimproved, and wheresoever situated, and any interest or right therein, and in connection with any disposition of any such property to impose restrictions on the use thereof;

(c) To construct, erect, alter and demolish factories, works, plants, shops, stores, mills, offices, houses, roads, buildings and other structures and improvements on or in connection with real property; to make, enter into, perform and carry out contracts for constructing, building, altering, improving, repairing, decorating, rebuilding, enlarging, maintaining, furnishing, and fitting up buildings, structures and improvements of every description, owned, controlled, leased or managed

by the Corporation, and to advance money to and enter into agreements of all kinds with builders, contractors and property owners for said purposes;

(d) To acquire in any manner, subscribe for, purchase and invest in, hold, own, assign, transfer, sell or otherwise dispose of, endorse, mortgage, pledge or otherwise deal in or with shares of the capital stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any corporation, association, firm or individual, of the State of Delaware or elsewhere; to issue in exchange therefor shares of the capital stock, bonds or other obligations of the Corporation; to possess and exercise in respect thereof all the rights, powers and privileges of the individual owners or holders thereof, including the right to vote upon any thereof, in such manner as may be provided by the By-Laws or, in the absence of any such provisions, pursuant to authorization by the Board of Directors, which authorization may be general or confined to one or more specific instances; in so far as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares of stock and the principal of and interest on bonds, mortgages, debentures, notes and other obligations, contracts and

evidences of indebtedness, and to aid in any other manner any corporation whose stock, bonds or other obligations are held by the Corporation or in which the Corporation is in anywise interested; and to do anything for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, debentures, notes or other obligations, and to do anything designed for any such purpose;

(e) To investigate and report with respect to, and to undertake, carry on, aid, assist or participate in, the reorganization or liquidation of any corporation, association, syndicate or firm, and for that purpose and to the extent then permitted corporations organized under the General Corporation Law of the State of Delaware, to take charge of the properties, manage the affairs and conduct the business of any person, corporation, association, syndicate or firm; and in connection with the foregoing, and on its own behalf, to purchase or otherwise acquire, hold, own, develop, improve, lease, exchange, sell, mortgage, convey or otherwise dispose of and deal in and with lands and leaseholds and any interests and rights in real or personal property wheresoever situated, and also any franchises, rights, licenses or privileges necessary or appropriate for any of the purposes herein expressed;

(f) To borrow money; to issue bonds, debentures, notes or other obligations of the Corporation, from time to time, without limit as to amount, for moneys borrowed or in payment for property purchased or acquired or to effect any of the purposes of the Corporation; to secure the same by mortgage, deed of trust, pledge or other lien or charge upon or of any or all of the property, rights, privileges and franchises of the Corporation, wheresoever situated, then owned or to be acquired, so far as permitted by law; and to sell, pledge, hypothecate or otherwise dispose of any or all such bonds, debentures, notes and obligations, in such manner and upon such terms and at such prices as the Board of Directors shall determine;

(g) To cause to be organized, under the laws of any State or other political entity, a corporation or corporations for the purpose of accomplishing any or all of the objects for which the Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated;

(h) To acquire in any manner, hold, own, use, mortgage, pledge, convey, or otherwise deal in any interest in real and personal property of whatever kind

and wheresoever situated, and to improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or deal with all or any part of the property of the Corporation, and from time to time to vary any investment or employment of funds of the Corporation;

(i) To apply for, obtain the grant of, purchase, lease or otherwise acquire any and all licenses, permits, powers, authorities, franchises, ordinances, orders, concessions, rights, options, patents, privileges, lands, rights of way, easements, sites, properties, undertakings or businesses, or any right, option or contract in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof and to carry the same into effect, and to enjoy, develop, hold, maintain, lease, sell, transfer, dispose of and otherwise deal with the same;

(j) To manufacture, produce, buy, sell, lease or otherwise acquire, deal in and dispose of, as principal, agent or in any other capacity, and to ship, pack, bill and collect for goods, wares, commodities, produce, merchandise and other property of every kind and description in so far as permitted by law, and to engage in any business, whether manufacturing or otherwise,

which the Corporation may deem advantageous or useful in connection with any or all of its objects or purposes;

(k) To apply for, acquire, register, use and hold, sell, assign or otherwise dispose of (either absolutely or by way of lease, mortgage, pledge or license), to grant licenses in respect to and otherwise turn to account, any letters patent of the United States or of any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulae, processes, trade marks, trade names, brands, labels, copyrights and privileges, and any right, title or interest therein or thereto, that may relate to or be useful in connection with any business which the Corporation is authorized to carry on;

(l) To draw, make, accept, endorse, execute and deliver drafts, promissory notes, warrants and all kinds of obligations and certificates and negotiable or transferable instruments;

(m) To exercise any and all of the rights and powers, and to do any one or more or all of the acts and things herein set forth, either for itself, or jointly with, or as agent for, any persons, and to act as agent, factor or broker for any person;

(n) To do any act hereinabove set forth to the same extent as a natural person might or could do, and the Corporation shall have power to conduct and carry on its business, or any part thereof, and have one or more offices and to exercise any or all of its corporate powers and rights (including the power and right to hold, purchase, mortgage and convey real and personal property) in the State of Delaware, the several other states, the District of Columbia, territories, colonies, territorial possessions and dependencies of the United States, The Commonwealth of Puerto Rico, and in any and all foreign countries;

(o) To purchase, reacquire, hold, sell and transfer, trade and deal in, shares of its own capital stock (of any class), and bonds, debentures and other obligations and securities of the Corporation, from time to time, to such extent as permitted by law and upon such terms as its Board of Directors shall determine; and any shares of stock and other securities so purchased or reacquired may be successively resold and reacquired, and shares belonging to it shall not be voted directly or indirectly;

(p) So far as permitted to a corporation of this character, to act as financial, commercial or general

agent or representative of any person, firm, association or corporations, and as such to develop, improve, and extend their property, trade and business interests, and in connection therewith to maintain and furnish statistical data and advisory service;

(q) To acquire the good will, rights, property and franchises and to take over as a going concern the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in the same or a similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such manner as may be permitted by law; and to continue and conduct the whole or any part of any business acquired, in so far as a corporation of this character may lawfully do so, with the right to exercise all powers necessary or convenient in and about the conduct and management of such business; and

(r) To do all and everything necessary or suitable and proper for the accomplishment of any of the purposes or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or

appurtenant to or growing out of or connected with the aforesaid purposes, business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws of the State of Delaware, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the laws of said state.

The purposes and powers specified in the foregoing clauses of this Article THIRD shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this Certificate, but the purposes and powers specified in each of the clauses of this Article THIRD shall be construed as independent purposes and powers, and the foregoing enumeration of specific powers shall not be held, and is not intended, to limit or restrict in any manner the powers of the Corporation but is in furtherance of and in addition to the general powers conferred upon corporations organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand shares of the par value of \$1 per share.

FIFTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Floyd E. Brandow, Jr.	100 Bellevue Avenue Upper Montclair, New Jersey
William G. Dakin	325 Highbrook Avenue Pelham, New York
Robert S. O'Hara, Jr.	26 North Brae Court Tenafly, New Jersey

SEVENTH: The Corporation is to have perpetual existence.

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

NINTH: In furtherance and not in limitation of the powers conferred by statute and for the management of the business and for the conduct of the affairs of the Corporation and for further defining, collating, limiting and regulating the powers of the Corporation, its directors and stockholders, the following provisions are set forth:

(1) The property, affairs and business of the Corporation shall be managed by the Board of Directors which may exercise all the powers of the Corporation, without action by the stockholders, except as otherwise expressly provided by statute or by this Certificate or by the By-Laws.

(2) Subject to the By-Laws, if any, adopted by the stockholders, the Board of Directors shall have the power to make, amend or repeal the By-Laws of this Corporation without any action on the part of the stockholders; but all such By-Laws may be amended or repealed by the stockholders.

(3) The number of directors which shall constitute the full Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, and such number may be altered from time to time in the manner provided in the By-Laws, but such number shall in no case be less than 3. Election of directors need not be by ballot unless the By-Laws so provide.

(4) The directors may be divided into one, two or three classes whose terms of office shall respectively expire at different times as shall be provided by statute and by vote of the stockholders.

(5) The Board of Directors, by resolution passed by a majority of the full Board as then constituted, may

designate from its number 2 or more to constitute an Executive Committee, which shall for the time being, in the intervals between meetings of the Board of Directors, and to the extent authorized by law and by the By-Laws of the Corporation and/or by like resolution of the Board of Directors, exercise the powers and rights of the Board of Directors in the management of the affairs and business of the Corporation. By like resolution, the Board of Directors may designate a Finance Committee, one or more Advisory Committees and other standing committees, each of which may consist of 2 or more members, and may be composed of directors or persons not directors or stockholders of the Corporation, to serve in an advisory capacity to the Board of Directors and its Executive Committee, and/or in such other capacities as shall be permitted by law and provided by the By-Laws and/or by like resolution of the Board.

(6) The stockholders and the Board shall have the power, if the By-Laws so permit, to hold their meetings and to keep the books, documents and accounts of the Corporation (except such as are required by the laws of the State of Delaware to be kept in Delaware) outside the State of Delaware and to have one or more offices within or without the State of Delaware at such places as may be designated from time to time by the Board.

(7) So far as permitted by law, the Board shall have the power also to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, documents and accounts of the Corporation, or any of them shall be open to inspection by stockholders; and no stockholder shall have any right to inspect any books, documents and/or accounts of the Corporation, except as conferred by statute or the By-Laws, or authorized by resolution of the stockholders or the Board.

(8) Any directors or officer or agent of the Corporation, or any member of the Executive Committee or of any other committee, may be removed at any time with or without cause, in such manner as shall be provided by statute or as shall be provided in the By-Laws and permitted by statute.

TENTH: In the absence of fraud, no contract or transaction between the Corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of the Corporation are interested in or are directors or officers of such other association or corporation, and any director or officer of the Corporation individually may be a party to, or may be interested in, any such contract or transaction of the Corporation;

and no contract or transaction of the Corporation with any individual, partnership, association or corporation shall be affected by the fact that any director or officer of the Corporation is a party to, or interested in, such contract or transaction, or in any way connected with such individual, partnership, association or corporation; and any director of the Corporation who is also a director or officer of such other association or corporation, or who is so interested, may be counted in determining the existence of a quorum for the purpose of, and may vote upon the question of, authorizing or approving any such contract or transaction. Each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist by reason of thus contracting with the Corporation for the benefit of himself or any individual, partnership, association or corporation in which he may be in anywise interested; provided that, except in respect of contracts or transactions between the Corporation and subsidiary or affiliated corporations, the fact and nature of any such relationship or interest shall be disclosed, or shall have been known, to at least a majority of the Board of Directors.

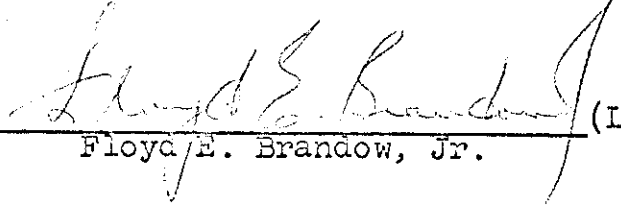
ELEVENTH: Any person made a party to any action, suit or proceeding by reason of the fact that he,

his testator or intestate, is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or employee is liable for negligence or misconduct in the performance of his duties; such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provisions hereof.

TWELFTH: The Corporation reserves the right to alter, repeal, and/or add to any or all of the provisions of this Certificate in the manner now or hereafter prescribed by statute, and all rights conferred upon directors, officers or stockholders are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the

State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 26th day of October, 1966.



Floyd E. Brandow, Jr. (L.S.)



William G. Dakin (L.S.)



Robert S. O'Hara, Jr. (L.S.)

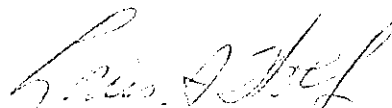
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 26th day of
October, A.D. 1966, personally appeared before me

LOUIS A. WOLF, a Notary Public, Floyd E. Brandow,
Jr., William G. Dakin and Robert S. O'Hara, Jr., parties
to the foregoing Certificate of Incorporation, known to
me personally to be such, and I having first made known
to them and each of them the contents of said Certificate,
they did each severally acknowledge that they signed, sealed
and delivered the same as their voluntary act and deed, and
each deposed that the facts therein stated were truly
set forth.

GIVEN under my hand and seal of office the day
and year aforesaid.

LOUIS A. WOLF
NOTARY PUBLIC
STATE OF NEW YORK



Notary Public

LOUIS A. WOLF
Notary Public, State of New York
No. 30-9723500
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1969



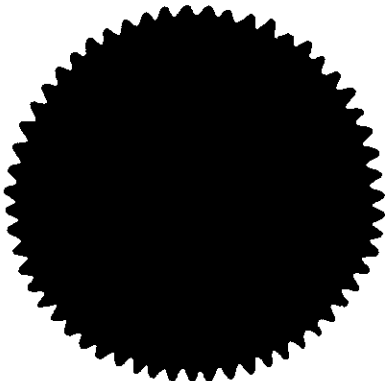
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Incorporation of the "DENISON MINES (U.S.) INCORPORATED", as received and
filed in this office the twenty-eighth day of October, A.D. 1966, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-eighth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State