

ARTICLES OF MERGER

2004 DEC 22 Pursuant to the provisions of the Idaho Code Section 30-1-1105 and the Nevada Revised Statutes, Chapter 92A, the undersigned corporations hereby submit the following Articles of Merger for filing for the purpose of merging Silver Scott Mines, Inc., an Idaho corporation ("SSM Idaho"), into Silver Scott Mines, Inc., a Nevada corporation ("SSM Nevada").

ARTICLE I

The Plan of Merger of SSM Idaho into SSM Nevada is attached as Exhibit A.

ARTICLE II

1. On November 5, 2004 the Plan of Merger was duly approved by the shareholders of SSM Idaho pursuant to Idaho Code Section 30-1-703. There were 4,990,000 shares of Common Stock issued and outstanding and entitled to vote on the Plan of Merger." Pursuant to an Order of the District Court of the First Judicial District of the State of Idaho, in and for the County of Shoshone, a copy of which is attached hereto and by this reference incorporated herein, the shares present in person and by proxy at the shareholder meeting constituted a quorum and the action of the shareholders casting votes for the merger of the company with and into its wholly owned subsidiary was confirmed. No other voting groups were entitled to vote separately on the Plan of Merger. The vote of shareholders was 1,147,681 shares (96%) voting "For", 14,500 shares voting "Against" and 30,000 shares voting "Abstain".
2. The Plan of Merger was approved by the unanimous consent of the shareholders of SSM Nevada.

DATED this 20th day of December, 2004.

Silver Scott Mines, Inc., an
Idaho corporation

By William Dire, Jr.
William Dire, Jr., President

Silver Scott Mines, Inc., a
Nevada corporation

By William Dire, Jr.
William Dire, Jr., President

IDaho SECRETARY OF STATE
12/22/2004 05:00
CK: 25869 CT: 86397 DH: 783125
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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