

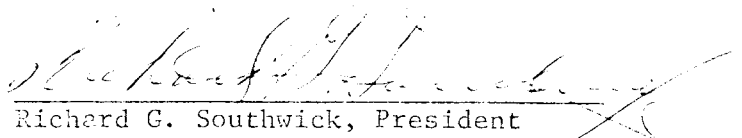
CERTIFICATION

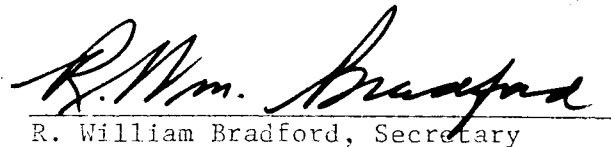
STATE OF UTAH            )  
                              : ss.  
COUNTY OF SALT LAKE )

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

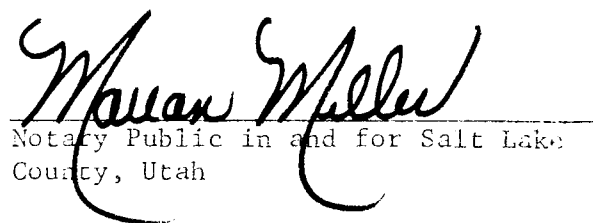
1. That RICHARD G. SOUTHWICK, is the duly elected and acting President, and R. WILLIAM BRADFORD is the duly elected and acting Secretary of BANNAK, a Nevada corporation.
2. That on Friday, June 7, 1974, a Special Meeting of Stockholders of Bannak, a Nevada corporation, was duly convened and held at 1 East First Street, Reno Nevada, at which time there were present all of the outstanding stock of the corporation: namely, 30,000 shares of Common Stock. Notice of the Special Meeting of Stockholders had been waived by the only stockholder of Bannak in accordance with the provisions of Section 78.370(6) of the Nevada Revised Statutes. That at the Special Meeting of Stockholders 30,000 shares voted FOR the adoption of the resolution providing for the merger of Westlake Silver Inc., an Idaho corporation, with Bannak, a Nevada corporation, and no shares voted AGAINST the proposal. Thereupon, the Merger Agreement between Bannak and Westlake Silver Inc. was duly adopted.

DATED this 6th day of June, 1974.

  
Richard G. Southwick, President

  
R. William Bradford, Secretary

SUBSCRIBED AND SWORN to before me this 6th day of June, 1974.

  
Notary Public in and for Salt Lake  
County, Utah

My Commission Expires:

May, 1975

CERTIFICATION

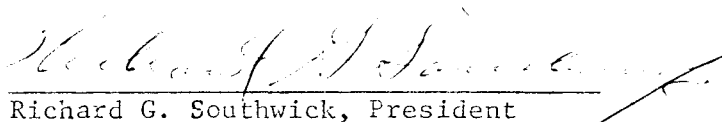
STATE OF UTAH                    )  
                                      : ss.  
COUNTY OF SALT LAKE        )


RICHARD G. SOUTHWICK and R. WILLIAM BRADFORD, after being first 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 WESTLAKE SILVER INC., an Idaho corporation.


2. That at a Special Meeting of Stockholders of Bannock Electric Co. (which was merged into Westlake, refer to the attached certifications identified as Exhibit "A" - Bannock Electric Co., and Exhibit "B" - Westlake Silver Inc.) was duly convened on June 5, 1974, at 9:00 A.M., local time, at 995 East 25th, Idaho Falls, Idaho; at which there were present or represented by proxy 125,000 shares of the 197,443 shares outstanding of the Common Stock of Westlake Silver Inc., the surviving corporation, (giving effect to the approved merger); and that the Special Meeting of Stockholders of Westlake Silver Inc., was duly convened on June 5, 1974, at 10:00 A.M., local time, at 995 East 25th, Idaho Falls, Idaho, at which there were present or represented by proxy 58,669 shares of the 197,443 shares outstanding of the Common Stock of Westlake Silver Inc., the surviving corporation (giving effect to the approved merger); whereas, there were present or represented by proxy 183,669 shares of the 197,443 shares outstanding of the Common Stock of Westlake Silver Inc., the surviving corporation, 183,169 shares voted FOR the adoption of the resolution providing for the merger of Westlake Silver Inc. and Bannak, which is in excess of 66-2/3% of the outstanding stock of Westlake Silver Inc., and 500 shares voted AGAINST the proposal. Thereupon, the Merger Agreement between Westlake Silver Inc. and Bannak was duly adopted.

DATED this 5th day of June, 1974.

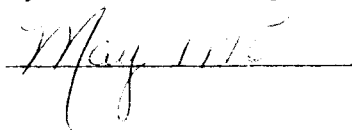
  
Richard G. Southwick, President

  
R. William Bradford, Secretary

SUBSCRIBED AND SWORN to before me this 5th day of June, 1974.

  
Notary Public in and for Salt Lake  
County, Utah

My Commission Expires:

  
May 1975

CERTIFICATION

STATE OF IDAHO            )  
                              : ss.  
COUNTY OF BONNEVILLE )

JAMES R. ALLEN and DORA S. ALLEN, after being first duly sworn,  
depose and say:

1. That JAMES R. ALLEN is the duly elected and acting President and DORA S. ALLEN is the duly elected and acting Secretary of BANNOCK ELECTRIC CO., an Idaho corporation.
2. That on the 24th day of May, 1974, they caused to be mailed to each and every stockholder of record of Bannock Electric Co., as the same appeared on the books and records of the corporation, at the close of business on May 24, 1974.
  - (a) Notice of a Special Meeting of Stockholders of Bannock Electric Co. to be convened on June 5, 1974, at 9:00 A.M., local time, at 995 East 25th, Idaho Falls, Idaho.
  - (b) A Proxy Statement and Proxy prepared for use at the Special Meeting of Stockholders for June 5, 1974.
3. That the Special Meeting of Stockholders was duly convened on June 5, 1974, at 9:00 A.M., local time, at 995 East 25th, Idaho Falls, Idaho, at which there were present or represented by proxy 125,000 shares (giving effect to the one share for five shares "forward split") of the 125,000 shares outstanding of the Common Stock of Bannock Electric Co. 125,000 shares voted FOR the adoption of the resolution providing for the merger of Bannock Electric Co. and Westlake Silver Inc., which is in excess of 66-2/3% of the outstanding stock of Bannock Electric Co., and none shares voted AGAINST the proposal. Thereupon, the Merger Agreement between Bannock Electric Co. and Westlake Silver Inc. was duly adopted.

DATED this 5th day of June, 1974.

James R. Allen  
Dora S. Allen

SUBSCRIBED AND SWORN to before me this 5th day of June, 1974.

Notary Public  
Notary Public in and for Bonneville  
County, Idaho

My Commission Expires:

June 28, 1975

CERTIFICATION

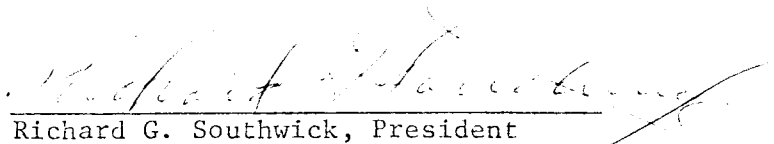
STATE OF UTAH                    )  
                                      : ss.  
COUNTY OF SALT LAKE        )

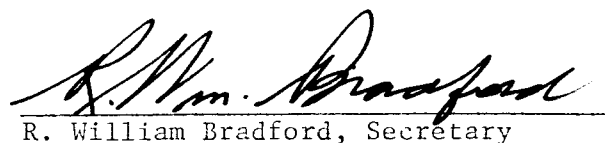
RICHARD G. SOUTHWICK and R. WILLIAM BRADFORD, after being first  
duly sworn, depose and say:

1. That Richard G. Southwick is the duly elected and acting  
President and R. William Bradford is the duly elected and acting Secretary  
of WESTLAKE SILVER INC., an Idaho corporation.

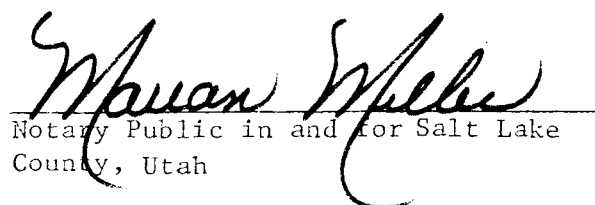
2. That the Special Meeting of Stockholders was duly convened  
on June 5, 1974, at 10:00 A.M., local time, at 995 East 25th, Idaho Falls,  
Idaho, at which there were present or represented by proxy 5,866,908 shares of  
the 7,244,360 shares outstanding of the Common Stock of Westlake Silver Inc.  
5,816,908 shares voted FOR the adoption of the resolution providing for the  
merger of Westlake Silver Inc. and Bannock Electric Co., which is in excess  
of 66-2/3% of the outstanding stock of Westlake Silver Inc., and 50,000  
shares voted AGAINST the proposal. Thereupon, the Merger Agreement between  
Westlake Silver Inc. and Bannock Electric Co. was duly adopted.

DATED this 5th day of June, 1974.

  
Richard G. Southwick, President

  
R. William Bradford, Secretary

SUBSCRIBED AND SWORN to before me this 5th day of June, 1974.

  
Notary Public in and for Salt Lake  
County, Utah

My Commission Expires:

May, 1975

CERTIFICATION

STATE OF IDAHO     )  
                              : ss.  
COUNTY OF CASSIA )

M. W. HARWARD and LEE G. MURRAY, after being first duly sworn,  
depose and say:

1. That M. W. Harward is the duly elected and acting President  
and Lee G. Murray is the duly elected and acting Secretary of WESTLAKE  
SILVER INC., an Idaho corporation.

2. That on the 24th day of May, 1974, they caused to be mailed  
to each and every stockholder of record of Westlake Silver Inc., as the  
same appeared on the books and records of the corporation, at the close of  
business on May 24, 1974.

(a) Notice of a Special Meeting of Stockholders of Westlake  
Silver Inc. to be convened on June 5, 1974, at 10:00 A.M., local time, at  
995 East 25th, Idaho Falls, Idaho.

(b) A Proxy Statement and Proxy prepared for use at the  
Special Meeting of Stockholders for June 5, 1974.

DATED this 24th day of May, 1974.

*M. W. Harward*

*Lee G. Murray*

SUBSCRIBED AND SWORN to before me this 24th day of May, 1974.

*James L. Anderson*  
Notary Public in and for Cassia  
County, Idaho

My Commission Expires:

*1-1-75*

MERGER AGREEMENT

between

BANNAK

and

WESTLAKE SILVER INC.

WITNESS the terms of the Merger Agreement by and between:

BANNAK, a Nevada corporation, hereinafter referred to as "Bannak", and WESTLAKE SILVER INC., an Idaho corporation, hereinafter referred to as "Westlake".

RECITALS

1. Identity of Parties - Bannak was incorporated in accordance with the laws of the State of Nevada on June 6, 1974, with a capitalization of 10,000,000 shares of Common Stock, par value \$.10 per share, which Common Stock is non-assessable. There are outstanding as of this date 30,000 shares of Common Stock. Westlake was organized in accordance with the laws of the State of Idaho on July 16, 1965, and has an authorized capitalization of 10,000,000 shares of Common Stock with a par value of \$.10 per share, of which there are issued and outstanding 197,344 shares.

2. Assumption of Assets Subject to Liabilities - Bannak, a Nevada corporation, when this Merger Agreement shall become effective, as in hereinafter provided, shall assume all of the assets and all of the liabilities standing on the books and records of Westlake Silver Inc., an Idaho corporation. As a result thereof, Westlake shall no longer be engaged in business, having then merged into Bannak.

3. Requirements of Nevada Law - Bannak is a Nevada corporation. Pursuant to the laws of the State of Nevada, a majority of the directors of Bannak 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, Bannak, a statement of the manner of conversion of the shares and assets of the retiring corporation, Westlake, 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 detail 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, Bannak, 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, Bannak. The agreement shall be signed and acknowledged by the President or Vice President and by the Secretary or Assistant Secretary of the Nevada corporation, Bannak, and the seal of such corporation shall be affixed thereto whereupon the same shall be filed in the office of the Secretary of the State of Nevada. Upon the recordation in the office of the Secretary of the 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, Westlake, 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, Westlake, into shares of the surviving corporation, Bannak, a statement of any changes in the Articles of Incorporation of the surviving corporation, Bannak, 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 Westlake by resolution direct that the plan of merger be submitted to a vote of a meeting of the shareholders of Westlake, 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 Westlake, 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 Westlake, 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 the 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, Westlake, shall cease, and the surviving corporation, Bannak, 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 the 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, BANNAK AND WESTLAKE SILVER INC. DESIRE TO MERGE, AS THAT TERM IS USED IN THE LAWS OF THE STATES OF NEVADA AND IDAHO, 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 Westlake into Bannak shall be as follows:

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

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

6. Statement Under Idaho Law - The plan of merger of Westlake into Bannak shall be as follows:

(a) The names of the corporations proposing to merger are Bannak, a Nevada corporation, and Westlake Silver Inc., an Idaho corporation. Westlake proposes to merge into Bannak and Bannak is hereby designated as the surviving corporation.

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

(c) The assets of Westlake, upon this Merger Agreement becoming finally effective, will become the assets of Bannak.

7. Agreement to Merge - The parties hereby agree that Westlake shall be merged into Bannak 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 Bannak shall take over the assets and assume the liabilities of Westlake, and the stockholders of Westlake shall surrender their stock certificates in exchange for Common Stock of Bannak on a share for share basis.

8. Expenses and Fees - Bannak shall discharge all expenses in connection with calling and convening a Special Stockholders Meeting to ratify the Merger Agreement. Westlake 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 Bannak, the surviving corporation, shall consist of five directors. The terms of office of such members of the Board of Directors shall be until

the first annual meeting of the stockholders of Bannak, 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:

Richard G. Southwick	249 East Second South Salt Lake City, Utah 84111
Mary Lynn Knight	1426 South Eleventh East #7 Salt Lake City, Utah 84105
R. William Bradford	1700 University Club Building Salt Lake City, Utah 84109
Betty Naylor	1851 Herbert Avenue Salt Lake City, Utah 84108
Kathilyn B. Rosander	750 South 900 East #27 Salt Lake City, Utah 84102

(b) Upon the effective date of the merger, there shall be three officers of Bannak 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:

Richard G. Southwick, President	249 East Second South Salt Lake City, Utah 84111
Mary Lynn Knight, Vice President	1426 South Eleventh East #7 Salt Lake City, Utah 84105
R. William Bradford, Secretary-Treasurer	1700 University Club Building Salt Lake City, Utah 84109

11. Dissenting Shareholders - Bannak, 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, Bannak, 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 Bannak.

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 Bannak or Westlake. In the event of the termination or abandonment of this agreement or merger, the same shall become wholly void and of no effect and there shall be no liability on the part of either Bannak or Westlake 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, Bannak and Westlake 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 24th day of May, 1974.

ATTEST:

BANNAK

R. Mm. Bradford  
Secretary

Richard P. Huntington  
President

A Majority of the Board of Directors

Richard P. Huntington  
R. Mm. Bradford  
William H. Taylor  
Wm. Lynn Light  
Colby L. Howard

ATTEST:

WESTLAKE SILVER INC.

R. Wm. Bradford

Richard G. Southwick  
President

A Majority of the Board of Directors

Richard G. Southwick  
R. Wm. Bradford  
Lotus Taylor  
Mary L. Knight  
Elizabeth B. Rowland

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

On the 6th day of June, 1974, 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 BANNAK, 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.

Marian Miller  
Notary Public in and for Salt Lake  
County, Utah

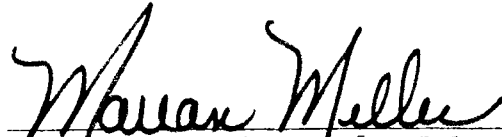
My Commission Expires:

May, 1975

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

On the 6th day of June, 1974, 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 BANNAK, 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.

  
\_\_\_\_\_  
Notary Public in and for Salt Lake  
County, Utah

My Commission Expires:

May, 1975