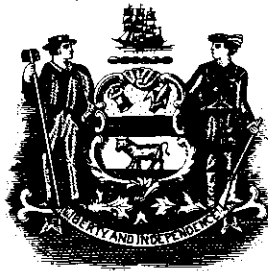


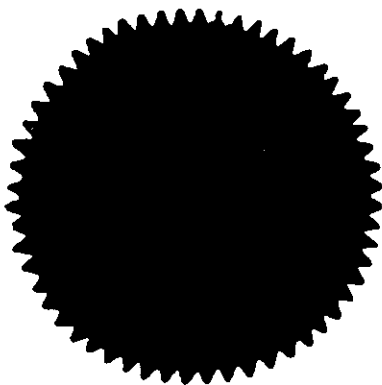
State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, 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 Ownership of the "HOWE SOUND COMPANY", merging the
"TUNGSTEN MINING CORPORATION", pursuant to Section 253 of the General
Corporation Law of the State of Delaware, as received and filed in this
office the thirty-first day of March, A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *ninth* _____ *day*
of _____ *April* _____ *in the year of our Lord*
one thousand nine hundred and _____ *sixty-four.*



Elisha C. Dukes

Secretary of State

A. F. ...

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TUNGSTEN MINING CORPORATION
INTO
HOWE SOUND COMPANY

HOWE SOUND COMPANY, a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of June, 1958, pursuant to the General Corporation Law of the State of Delaware, by an Agreement of Consolidation between Howe Sound Company, a Maine corporation, and Haile Mines, Inc., a Delaware corporation.

SECOND: That this corporation owns all of the outstanding shares of the stock of Tungsten Mining Corporation, a corporation incorporated on the 19th day of April, 1945, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 5th day of March, 1964, determined to merge into itself said Tungsten Mining Corporation:

RESOLVED that this corporation merge into itself Tungsten Mining Corporation, its wholly-owned subsidiary, and assume all the obligations of Tungsten Mining Corporation.

RESOLVED that the President, Vice President-Finance and Secretary of this corporation be and each is authorized and directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge into itself Tungsten Mining Corporation and to assume its obligations, and the date of adoption thereof, and to cause such certificate to be filed, in the manner prescribed by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which any one of them deems to be necessary or proper to effect said merger.

IN WITNESS WHEREOF, Howe Sound Company has caused its corporate seal to be affixed and this certificate to be signed by William T. Holmes, its Vice President-Finance, and Charles R. Skinker, its Secretary, this 2³ day of March, 1964.

HOWE SOUND COMPANY

By *William T. Holmes*
Vice President-Finance

By *Charles R. Skinker*
Secretary

[Corporate Seal]

STATE OF NEW YORK)
COUNTY OF NEW YORK }

ss:

BE IT REMEMBERED that on this 23 day of March, 1964, personally came before me, *HELENE QUINN*, a Notary Public in and for the County and State aforesaid, William T. Holmes, Vice President-Finance of Howe Sound Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said William T. Holmes as such Vice President-Finance, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of said Vice President-Finance and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President-Finance and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of, said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Helene Quinn

Notary Public

[Notarial Seal]

HELENE QUINN
NOTARY PUBLIC, State of New York
No. 03-3185160
Qualified in Bronx County
Court held in New York County
Commission Expires March 30, 1965