

#92089

State of Delaware

PAGE 1

Office of the Secretary of State

SEP 5 10 06 AM '96

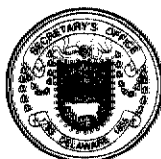
SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH
MERGES:

"PHILLIPS 66 PROPANE COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "AMERIGAS PROPANE, L.P." UNDER THE NAME OF
"AMERIGAS PROPANE, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED
AND FILED IN THIS OFFICE THE TWENTIETH DAY OF AUGUST, A.D. 1996,
AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED
PARTNERSHIP SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE
AFORESAID CERTIFICATE OF MERGER, THE CORPORATE EXISTENCE OF
"PHILLIPS 66 PROPANE COMPANY" WAS TERMINATED.



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Edward J. Freel

IDAHO SECRETARY OF STATE
DATE 09/05/1996 0900 23063

CL # 515204 CUST# 23857

Edward J. Freel, Secretary of State FRGN MERGE

10 20.00= 20.00
AUTHENTICATION: 8091424

DATE: 09-04-96

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