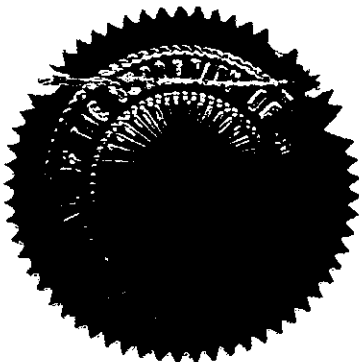


UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, SHERROD BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my
official custody as Secretary of State, and found to be true and correct, of the

*Certificate of AGREEMENT OF MERGER of HUSKY OIL COMPANY, an unqualified Delaware
corporation, merging into: MARATHON OIL COMPANY, survivor of said merger, an
Ohio corporation, Charter No. 584981 was*

filed in this office on the 1st day of June A.D. 1984
and recorded on (in) Roll (Volume) , Frame (Page) of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 1st day
of June A.D. 19 84

Sherrod Brown

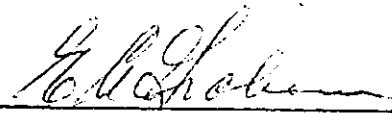
SHERROD BROWN
Secretary of State

CERTIFICATE OF MERGER
OF
HUSKY OIL COMPANY
(A corporation of the State of Delaware)

SHOWING APPROVAL AND ADOPTION OF AGREEMENT OF MERGER

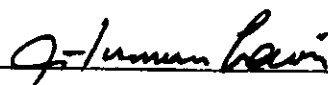
E. A. Graham, President, and J. Furman Lewis, Secretary, of Husky Oil Company, a corporation organized and existing under the Laws of the State of Delaware do hereby certify as such officers of the said corporation that the Agreement of Merger to which this certificate is attached was duly approved by the unanimous written consent of the Board of Directors of the said corporation on the 31st day of May, 1984, pursuant to its Certificate of Incorporation and in accordance with the laws of the State of Delaware. The shares of Husky Oil Company owned as of May 31, 1984 by Marathon Oil Company, the surviving parent corporation, constituted one hundred percent of the outstanding shares of Husky Oil Company. The manner of approval of the Agreement of Merger constituted the adoption of the Agreement of Merger by the corporation pursuant to and in conformity with the laws of Delaware.

IN WITNESS WHEREOF, E. A. Graham, President, and
J. Furman Lewis, Secretary, have hereunto subscribed their
names.

By: 

E. A. Graham

Title: President

By: 

J. Furman Lewis

Title: Secretary

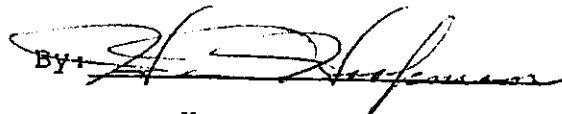
CERTIFICATE OF MERGER
OF
MARATHON OIL COMPANY
(A corporation of the State of Ohio)
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT OF MERGER

H. D. Hoopman, President, and W. W. Phillips, Assistant Secretary, of MARATHON OIL COMPANY , a corporation organized and existing under the Laws of Ohio do hereby certify as such officers of the said corporation that the Agreement of Merger to which this certificate is attached, was duly approved by unanimous written consent by the Executive Committee of its Board of Directors on the 31st day of May, 1984.

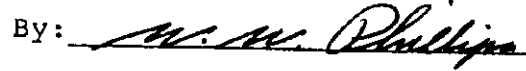
Pursuant to the provisions of Section 1701.80 of the Revised Code of Ohio and its Articles of Incorporation, no vote of the shareholders was required to approve and adopt the Agreement of Merger. Marathon Oil Company as of May 31, 1984, owned one hundred percent of the outstanding shares of common stock of Husky Oil Company, the subsidiary corporation. The Agreement of Merger was approved by the unanimous written consent of the Executive Committee of the Board of Directors of the said surviving corporation, such Executive Committee being duly authorized to exercise any and all powers of the Board of Directors except as restricted by law. The manner of approval of the Agreement of Merger constituted the adoption of the Agreement of Merger by the corporation in conformity with the laws of Ohio.

A certified copy of the resolution delegating the authority of the Marathon Board of Directors to the Marathon Executive Committee in accordance with the law, which is still in full force and effect, is attached as Exhibit 1.

IN WITNESS WHEREOF, H. D. Hoopman, President, and W. W. Phillips, Assistant Secretary, have hereunto subscribed their names.

By: 
H. D. Hoopman

Title: President

By: 
W. W. Phillips

Title: Assistant Secretary

I, W. W. Phillips, Assistant Secretary of Marathon Oil Company, an Ohio corporation, hereby certify that the following is a true and correct copy of a resolution unanimously adopted at a meeting of the Board of Directors of Marathon Oil Company held at its office in the City of Findlay, Ohio, on the 22nd day of May, 1984, at ten o'clock A. M., at which meeting a quorum of the Board was present:

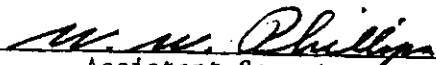
"RESOLVED: That H. D. Hoopman, Chairman, E. A. Graham and W. E. Swales are hereby appointed the members of the Executive Committee to serve until the next annual election of directors or until their successors are appointed and shall qualify; and

"FURTHER RESOLVED: That the Executive Committee is hereby authorized to exercise any and all powers of the Board of Directors except as restricted by law; and

"FURTHER RESOLVED: That G. R. Jetton, Jr., is hereby appointed Secretary of the Committee and J. F. Brucklacher is hereby appointed Assistant Secretary of the Committee; and

"FURTHER RESOLVED: That the resolution of May 24, 1983 and November 22, 1983, appointing the Executive Committee are hereby superseded."

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Company this 30th day of May, 1984.


Assistant Secretary
Marathon Oil Company

AGREEMENT OF MERGER
MERGING
HUSKY OIL COMPANY
A CORPORATION OF THE STATE OF DELAWARE
INTO
MARATHON OIL COMPANY
A CORPORATION OF THE STATE OF OHIO

* * * * *

This Agreement is made this 31st day of May, 1984, by and between Marathon Oil Company, a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as "Marathon" or the "surviving corporation") and Husky Oil Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as "Husky" or the "subsidiary corporation"), said corporations being hereinafter referred to collectively as "constituent corporations".

Whereas, the Executive Committee of the Board of Directors of Marathon and the Board of Directors of Husky deem it advisable that Husky be merged into Marathon in the manner provided in Section 1701.80 of the Ohio Revised Code and Title 8, Section 253 of the Delaware General Corporation Law; and

Whereas, Husky is presently a wholly owned subsidiary of the surviving corporation;

Now, therefore, in consideration of the premises and mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree to merge upon the terms and conditions stated below:

1. The constituent corporations hereby agree that Husky shall be merged into Marathon effective at the commencement of the business day on June 1, 1984, the time of such effectiveness being hereinafter called the "Effective Date".

2. Marathon shall survive the merger specified herein, shall continue its corporate name and shall continue to be governed by the laws of the State of Ohio. The existence of Marathon shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities and powers and subject to all the duties and liabilities of a corporation existing under the laws of Ohio. The separate corporate existence of Husky shall cease upon the Effective Date.

3. The parties to this Agreement of Merger are Husky, a corporation organized on the 27th day of July, 1964, and existing under the General Corporation Law of the State of Delaware, and Marathon, a corporation organized on the 18th day of November, 1981, and existing under the laws of the

State of Ohio the provisions of which permit a subsidiary corporation incorporated in another state to be merged into a parent corporation organized and existing under the laws of Ohio.

4. No amendment of the Articles of Incorporation of Marathon will be effected by the merger. Marathon's Articles of Incorporation shall continue in full force and effect until amended as provided by law.

5. The purposes of Marathon shall continue to be the present purposes of engaging in the transaction of any and or all lawful business or activity for which corporations may be formed under Sections 1701.01 to 1701.98; inclusive, of the Revised Code of Ohio.

6. The total number of shares of stock which Marathon is authorized to issue is ten thousand (10,000) shares of common stock, with no par value.

7. The present directors and officers of Marathon shall continue in office after the merger becomes effective until successors are elected in accordance with applicable law.

8. The designation of each class of authorized shares and the number of outstanding shares of the subsidiary corporation and the number of outstanding shares owned as of the Effective Date by the surviving corporation is as follows:

<u>Name of Subsidiary</u>	<u>Authorized Class Series</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares as of Effective Date Owned by Marathon</u>
Husky Oil Company	1. 4,500,000 shares of Common Stock \$1 par value	4,298,743	4,298,743
	2. 39,299 shares of First Pre- ferred Stock \$100 par value	0	not applicable

9. Marathon, as of the Effective Date, being the owner of one hundred percent (100%) of the outstanding shares of Husky, a Delaware corporation, shall merge Husky into itself and assume all of Husky's rights and obligations.

10. The manner of converting the shares of stock of each of the constituent corporations are as follows: The shares of common stock of Marathon, whether authorized or issued on the Effective Date of the merger, shall not be converted or exchanged as a result of the merger; rather, all shares of common stock of Marathon theretofore authorized (whether issued or unissued) shall be deemed to be shares of common stock of the surviving corporation, and all shares outstanding on the Effective Date of the merger shall remain outstanding and shall be deemed fully paid and nonassessable. Since all outstanding shares of stock of Husky are presently owned by the surviving corporation, no additional stock needs to be issued by Marathon to reflect the ownership interest of the stockholders after the

effective date of this Agreement. The outstanding shares of stock of Husky shall not be converted into shares of Marathon, but such shares of Husky shall be cancelled upon the merger becoming effective.

11. The Code of Regulations of Marathon shall be and remain the Code of Regulations of the surviving corporation following the Effective Date of the merger until altered, amended or repealed.

12. This Agreement of Merger was duly approved by the Executive Committee of the Board of Directors of Marathon and the Board of Directors of Husky and adopted pursuant to Section 1701.80 of the Revised Code of Ohio and in compliance with the applicable provisions of the laws of the State of Delaware in which Husky is incorporated.

13. Marathon hereby consents to it being sued and served with process in the States of Ohio and Delaware in any proceeding for the enforcement of any obligation of Husky, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Husky against the surviving corporation. Marathon hereby appoints the Secretaries of State of the States of Ohio and Delaware as its agents to accept service of process in any such proceeding. The address to which the Secretaries of State shall mail notice of process is James P. Murphy, 539 South Main Street, Findlay, Ohio, 45840.

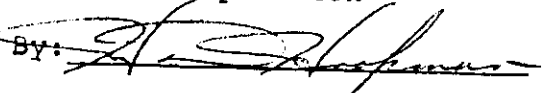
The principal office of the surviving corporation to which the Secretaries of State of Ohio and Delaware shall forward notice of service of process is 539 South Main Street, Findlay, Ohio, 45840.

Marathon hereby absolutely and unconditionally assumes responsibility for and guarantees full performance of payment obligations in connection with the following Notes: (a) The Lorraine Rickman Note dated as of April 1, 1970; (b) The Carol Lynne Rickman Stripp Note dated as of April 1, 1970; (c) The John S. Herrin and Edwin T. Rickman Trustees Note under Art. III-B-iii of the Last Will and Testament of Frances R. Curtis dated as of April 1, 1970; (d) The John S. Herrin and Edwin T. Rickman Trustees Note under Art. III-B-iv of the Last Will and Testament of Frances R. Curtis dated as of April 1, 1970; (e) The Willon David Creek Note dated as of April 1, 1970; and (f) The Charlotte Rickman Hodgdon Note dated as of April 1, 1970 assigned to the First National Bank of Oregon.

IN WITNESS WHEREOF, Marathon, an Ohio Corporation, and Husky, a Delaware corporation, the corporations which are the parties to the intended merger, pursuant to authority duly given by the Executive Committee of the Board of Directors of Marathon and by the Board of Directors of Husky, have caused this Agreement of Merger to be signed in their respective

corporate names and on their behalf by the President and Assistant Secretary of Marathon and the President and Secretary of Husky, respectively, the day and year first above written.

Marathon Oil Company
An Ohio Corporation

By: 

H. D. Hoopman

Title: President

By: 

W. W. Phillips

Title: Assistant Secretary

Husky Oil Company
A Delaware Corporation

By: 

E. A. Graham

Title: President

By: 

J. Furman Lewis

Title: Secretary