

Commonwealth of Pennsylvania



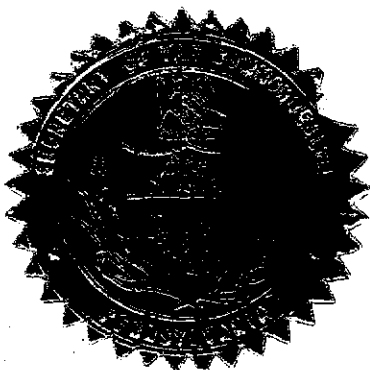
January 16, 1974

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

IN RE: "GULF OIL CORPORATION"

I, C. DE LORES TUCKER, Secretary of the Commonwealth
of the Commonwealth of Pennsylvania do hereby certify that the foregoing
and annexed is a true and correct photocopy of Articles of Merger
and Certificate of Merger

which appear of record in this Department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused the
seal of the Secretary's Office to be
affixed, the day and year above
written.

C. DeLores Tucker
Secretary of the Commonwealth

sdf

ARTICLES OF MERGER

To the Department of State
Commonwealth of Pennsylvania:

In compliance with the requirements of the Pennsylvania Business Corporation Law of May 5, 1933 (Pennsylvania laws No. 364), as amended, providing for the merging of corporations, GULF OIL CORPORATION ("GULF"), a corporation of the Commonwealth of Pennsylvania, BOCON CORPORATION ("BOCON"), a corporation of the State of Delaware, J. J. SKELTON & SON, INC. ("SKELTON"), a corporation of the State of Delaware, THE C. HOFFBERGER COMPANY ("HOFFBERGER"), a corporation of the state of Maryland, GULF PLASTIC PRODUCTS COMPANY ("GULF PLASTIC"), a corporation of the state of New Jersey and SWETT BROS., INC. ("SWETT"), a corporation of the Commonwealth of Massachusetts, each do hereby certify under their respective corporate seals:

1.

That the name of the surviving corporation is GULF OIL CORPORATION, its domiciliary State is Pennsylvania, the location and post office address of its registered office in the Commonwealth of Pennsylvania is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Pennsylvania 15219.

2.

a) That at the time of the adoption of the Plan of Merger, and at all times thereafter, GULF OIL CORPORATION, the surviving corporation, has owned all of the outstanding shares of BOCON, SKELTON, HOFFBERGER, GULF PLASTIC AND SWETT, the merged corporations;

b) That the name of the qualified merging foreign corporation is BOCON corporation and the location and post office address of its registered office in the Commonwealth of Pennsylvania is 123 South Broad Street, Philadelphia, c/o C T Corporation System.

c) That the joint Plan of Merger was approved without shareholder approval under the provisions of Section 902.1 of the Pennsylvania Business Corporation Law, as amended, the General Corporation Law of

*That the name of the other qualified merging foreign corporation is J. J. SKELTON & SON, INC. and the location and post office address of its registered office in the Commonwealth of Pennsylvania is 1 Presidential Boulevard, Bala Cynwyd, Pa.

the State of Delaware, as amended, the Corporation Law of Maryland, as amended, the General Laws of Massachusetts, as amended, and the Revised Statutes of New Jersey, as amended.

d) That the Plan of Merger shall be effective on the 31st day of December, 1973 at 11:59 o'clock p.m., Eastern time.

3.

The number of the first Directors of the surviving corporation shall be ten (10) and the names and addresses of the persons to be the first Directors of the surviving corporation are:

<u>Names of Directors</u>	<u>Addresses</u>
B. R. Dorsey, Chairman	102 Pheasant Dr., Pittsburgh, Pa. 15238
Charles M. Beeghly	P. O. Box 604, Ligonier, Pa. 15658
E. D. Brockett	Hunting Hill, Ligonier, Pa. 15658
R. Hal Dean	4 Devon Road, Glendale, Mo. 63122
James H. Higgins	608 Maple Lane, Sewickley, Pa. 15143
James E. Lee	903 Waldheim Road, Pittsburgh, Pa. 15215
Beverley Matthews	45 Ardmore Road, Toronto, Ontario, Canada
Nathan W. Pearson	10 Woodland Rd., Sewickley, Pa. 15143
Edwin Singer	3642 Aransas St., Corpus Christi, Tx. 78411
James M. Walton	5601 Aylesboro Ave., Pittsburgh, Pa. 15217

4.

The Plan of Merger is as follows:

BOCON CORPORATION, J. J. SKELTON & SON, INC., THE C. HOFFBERGER COMPANY, GULF PLASTIC PRODUCTS COMPANY and SWETT BROS., INC. shall be merged into and with GULF OIL CORPORATION, the surviving corporation, effective December 31, 1973, at 11:59 o'clock p.m., Eastern time.

The By-Laws of GULF OIL CORPORATION shall remain and be the By-Laws of the corporation which shall survive the merger until the same shall be altered or amended according to the provisions thereof, and in the nature permitted by the statutes of the Commonwealth of Pennsylvania.

The Board of Directors of the corporation which shall survive this merger, who shall manage the affairs of this corporation, at the effective date of this merger and until their successors are duly elected and shall be qualified, shall consist of those persons who are now Directors of GULF OIL CORPORATION.

The first annual meeting of the stockholders of the corporation

which shall survive the merger, to be held after the effective date of the merger, shall be the annual meeting provided, or to be provided, by the By-Laws of the said corporation.

All persons who at the date when said merger shall become effective shall be executive or administrative officers of GULF OIL CORPORATION, shall be and remain like officers of the corporation which shall survive the merger, until the Board of Directors of such corporation shall elect their respective successors.

The corporation which shall survive the merger shall pay all expenses of carrying said merger into effect and of accomplishing the said merger.

The manner and basis of converting the shares of the corporations, parties to these Articles and Plan of Merger, into shares of the corporation which shall survive this merger, are as follows:

- a) The shares of capital stock of GULF OIL CORPORATION shall constitute the same shares of the corporation surviving this merger, and on the consummation of the merger no new shares of capital stock of the corporation surviving this merger are to be issued to the holders of shares of capital stock of said GULF OIL CORPORATION.
- b) The issued and outstanding shares of capital stock of BOCON, SKELTON, HOFFBERGER, GULF PLASTIC and SWETT shall be cancelled on the consummation of the merger and no new shares of capital stock or other securities or obligations of the corporation surviving this merger are to be issued to the holders of the shares of capital stock of said BOCON, SKELTON, HOFFBERGER, GULF PLASTIC and SWETT.

When this merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations, parties hereto, whether of a public or private nature, and all properties, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to any of the said corporations, shall be vested in the corporation which shall survive this merger; and all property rights, privileges, powers and franchises and all and every

other interest shall be thereafter as effectually the property of the corporation which shall survive this merger, as they were respectively of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in anyway impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, remain in lien to the property affected by such liens immediately prior to the time of the said merger; and all debts, liabilities, obligations and duties of BOCON, SKELTON, HOFFBERGER, GULF PLASTIC and SWETT shall thenceforth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time the corporation which shall survive this merger shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the other constituent corporations, the proper officers and directors of said constituent corporations shall and will execute and make all such proper assignments and assurances in law and of all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger, and otherwise to carry out the purposes of this merger.

IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles and Plan of Merger to be signed by their respective officers and their respective corporate seals to be hereunto affixed this 11th day of December, 1973.

GULF OIL CORPORATION

By Herbert C Manning
Vice President

By Jim Wood
Assistant Secretary

71 BOCON CORPORATION

By AT Quinn
Vice President

By Ala Wood
Assistant Secretary

72 J. J. SKELTON & SON, INC.

By AT Deane
Vice President

By James B. di Zura
Assistant Secretary

73 THE C. HOFFBERGER COMPANY

By AT Deane
Vice President

By James B. di Zura
Assistant Secretary

GULF PLASTIC PRODUCTS COMPANY

By Herbert C Manning
Vice President

By Jim Wood
Assistant Secretary

17 SWETT BROS., INC.

By

Vice President

By

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA :

: SS

COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 11th day of December 1973, personally came before me, the undersigned, a Notary Public, HERBERT C. MANNING and L. J. McCORD the Vice President and Assistant Secretary, respectively, of Gulf Oil Corporation, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Gulf Oil Corporation, and that the facts stated therein in respect of Gulf Oil Corporation are true.

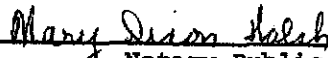
GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

WOODROW W. ELY, Notary Public
 3318 Gulf Building, Pittsburgh, Pa.
 My Commission Expires
 February 17, 1977

BE IT REMEMBERED, that on this 11th day of December 1973, personally came before me, the undersigned, a Notary Public, R. O. Beauregard and JAMES G. dizEREGA the Vice President and Assistant Secretary, respectively, of THE C. HOFFBERGER COMPANY, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of THE C. HOFFBERGER COMPANY, and that the facts stated therein in respect of THE C. HOFFBERGER COMPANY are true.

GIVEN under my hand and seal of office the day and year aforesaid.

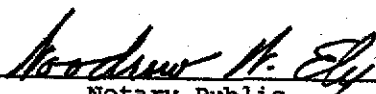


Notary Public
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires December 18, 1975

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 11th day of December 1973, personally came before me, the undersigned, a Notary Public, HERBERT C. MANNING and L. J. McCORD the Vice President and Assistant Secretary respectively, of GULF PLASTIC PRODUCTS COMPANY, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of GULF PLASTIC PRODUCTS COMPANY and that the facts stated therein in respect of GULF PLASTIC PRODUCTS COMPANY are true.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public
WOODROW W. ELY, Notary Public
3318 Galt Building, Pittsburgh, Pa.
My Commission Expires

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF PHILADELPHIA :

BE IT REMEMBERED, that on this 11th day of December 1973, personally came before me, the undersigned, a Notary Public, R. O. Beauregard and James G. diZarega the Vice President and Assistant Secretary respectively, of SWETT BROS., INC., one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of SWETT BROS., INC. and that the facts stated therein in respect of SWETT BROS., INC. are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Mary Dixon Hale
Notary Public
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires December 18, 1975

Filed in the Department of State on the 27th day of December, A.D. 1973, effective December 31, 1973.

C. McLaughlin Tucker
Secretary of the Commonwealth
jmw

8-1-73 9:15

Commonwealth of Pennsylvania



Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such domestic corporations under the provisions of that law:

AND WHEREAS, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by GULF PLASTIC PRODUCTS COMPANY, a New Jersey corporation, THE C. HOFFBERGER COMPANY, a Maryland corporation, SWETT BROS., INC., a Massachusetts corporation, BOCON CORPORATION and J. J. SKELTON & SON, INC., both Delaware corporations and GULF OIL CORPORATION, a Pennsylvania corporation.

IT IS, THEREFORE, CERTIFIED, That from the Articles of Merger filed with the Department of State, it appears that the above named corporations merged into and with GULF OIL CORPORATION, the Pennsylvania corporation.

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that the Pennsylvania corporation shall be the surviving corporation under the name, style and title of

GULF OIL CORPORATION

and shall continue to be invested with all the franchises and be subject to all the duties of a domestic business corporation under the Business Corporation Law.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 27th day of December in the year of our Lord one thousand nine hundred and seventy-three and of the Commonwealth the one hundred and ninety-eighth, effective December 31, 1973.

A faint circular seal of the Department of State is visible on the left side of the page.

C. McLaughlin

Secretary of the Commonwealth

jmw