



State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Merger of the "TEXACO OILS INC.", merging
with and into the "TEXACO PRODUCING INC.", under the name of "TEXACO PRODUCING INC.",
was received and filed in this office the twenty-second day of December, A.D. 1986, at
9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-fourth *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-seven