

CERTIFICATE OF MERGER
OF
NORTHERN NATURAL GAS PRODUCING COMPANY
INTO
MOBIL OIL CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

805222 Mobil Oil Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, as amended, hereby certifies as follows:

1. The constituent corporations to the merger are Mobil Oil Corporation, a New York corporation, and Northern Natural Gas Producing Company, a Delaware corporation. The surviving corporation shall be Mobil Oil Corporation.
2. Mobil Oil Corporation owns all of the outstanding shares of Northern Natural Gas Producing Company.
3. The designation and number of outstanding shares of each class of Northern Natural Gas Producing Company, and the number of such shares owned by Mobil Oil Corporation, the surviving corporation, are as follows:

Designation and Number
of Outstanding Shares

Number of Shares Owned
by Surviving Corporation

\$1.00 par value
common shares:

14,620,175

14,620,175

4. (a) Mobil Oil Corporation was originally formed as the Standard Oil Company of New York, and its certificate of incorporation was filed in the Department of State of the State of New York on the 10th day of August, 1882.
- (b) Northern Natural Gas Producing Company was incorporated under the laws of the State of Delaware on the 24th day of October, 1952. No application has been filed for authority of that corporation to do business in the State of New York.

(c) The merger is permitted by the laws of the State of Delaware and is in compliance therewith.

5. The merger shall be effective on the 31st day of December, 1983.
6. The Plan of Merger was adopted by the Board of Directors of Mobil Oil Corporation, the surviving corporation, on the 6th day of December, 1983.

IN WITNESS WHEREOF, this certificate has been executed on the 15th day of December, 1983 and we affirm the statements contained herein as true under penalties of perjury.

MOBIL OIL CORPORATION

by W. A. Bork
Vice President
W. A. BORK

G. G. Garney
G. G. Garney
Assistant Secretary

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

I, JOSEPH ZOLNOWSKI, a Notary Public, do hereby certify that before me this day in person appeared W. A. BORK, personally known to me to be the Vice President of Mobil Oil Corporation, a New York Corporation, and G. G. Garney, personally known to me to be the Assistant Secretary of Mobil Oil Corporation, and each, and they severally acknowledged that they have read and know the contents of the foregoing instrument, that they signed the foregoing instrument in the respective capacities therein set forth and caused to be affixed thereto the corporate seal of said corporation, pursuant to the authority given to them under the certificate and by laws of the corporation, as the free and voluntary act of the corporation and as their own free and voluntary act, and further that the statements contained therein are true.

Given under my hand and seal this 15th day of December, 1983.

Joseph Zolnowski
Notary Public

My commission expires MARCH 30, 1984.
Registration No. 41-9810950.

JOSEPH ZOLNOWSKI
Notary Public, State of New York
No. 41-9810950
Qualified in Queens County
Certificate filed in New York County
Term Expires March 30, 1984

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REC-110
DEC 21 4 PM '83

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 22 1983

AMT. OF CHECK \$ 315
FILING FEE \$ 60
TAX \$
COUNTY FEE \$
COPY \$ 245
CENT \$
REFUND \$
SPEC HANDLE \$ 10

70

BY: 2nd
new
Eff 12/31/1983

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INTO
2 MOBIL OIL CORPORATION
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

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2 asse d 5/18/66
K/C

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orig (Standard Oil Company of
New York)

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8/10/1983
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DEC 20 10 AM '83

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DEC 22 10 13 AM '83

W. J. BOGATY
150 East 42nd Street
New York, New York 10017

12/31/83

BILLED