

FEB 2 2 57 PM '81

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

DESERT GAS PROPANE COMPANY, INC.

AND

MYER'S PROPANE GAS SERVICE, INC.

INTO

Buckeye Gas Products Company

SECRETARY OF STATE

* * * * *

Buckeye Gas Products Company, a corporation organized
and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Buckeye Gas Products Company (formerly
New Suburban Corporation, the "Corporation") was incorporated
on the 30th day of January, 1979, pursuant to the General
Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the out-
standing shares of each class of the stock of DESERT GAS
PROPANE COMPANY, INC., a corporation incorporated on the
25th day of October, 1972, pursuant to the Corporation
Code of the State of California; and

That the Corporation owns all of the outstanding
shares of each class of the stock of MYER'S PROPANE GAS
SERVICE, INC. (formerly New Gas Service, Inc.), a corporation
incorporated on the 23rd day of November, 1977, pursuant
to the Business Corporation Law of the Commonwealth of
Pennsylvania.

THIRD: That on December 15, 1980, the Board of
Directors of the Corporation duly adopted the following
resolution by the unanimous written consent of its members
filed with the minutes of the Board:

RESOLVED, that Desert Gas Propane Company, Inc., a
California corporation, and Myer's Propane Gas
Service, Inc., a Pennsylvania corporation (the "Sub-
sidiaries"), wholly-owned subsidiaries of the Corporation,
be merged into the Corporation in accordance with the
following Plan of Merger, and, for Federal income tax
purposes, of liquidation of the Subsidiaries:

1. The Subsidiaries shall be merged into the Corporation, which shall be the surviving corporation, and, for Federal income tax purposes, such mergers shall constitute a complete liquidation of the Subsidiaries within the meaning of §332 of the Internal Revenue Code of 1954, as amended.

2. The effective date of this merger shall be December 31, 1980 at 11:59 p.m.

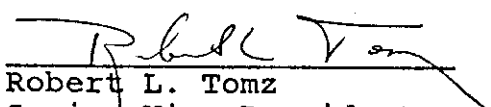
3. On the effective date of the merger of the Subsidiaries into the Corporation, the separate existence of the Subsidiaries shall cease, the stock of the Subsidiaries shall be cancelled, and the Corporation shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of the Subsidiaries without further action by either the Corporation or any Subsidiary, as provided in Section 259 of the General Corporation Law of the State of Delaware, Section 1107 of the General Corporation Law of the State of California, and Section 907 of the Business Corporation Law of the Commonwealth of Pennsylvania.

4. If at any time the Corporation shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Corporation and the Subsidiaries shall execute such conveyances or documents or take such action. As soon as practicable after the effective date of the merger, a certified copy of this Certificate of Ownership and Merger shall be recorded in the office of the Recorder of Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Robert L. Tomz, its Senior Vice President, and attested by Owen L. Cotton, its Assistant Secretary, this 19th day of December, 1980.

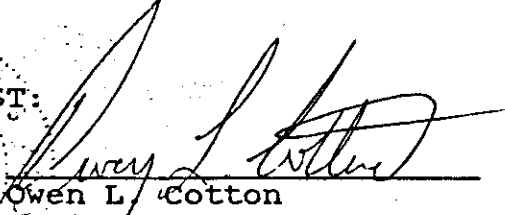
Buckeye Gas Products Company

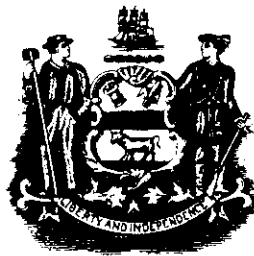
By:


Robert L. Tomz
Senior Vice President

ATTEST:

By:


Owen L. Cotton
Assistant Secretary



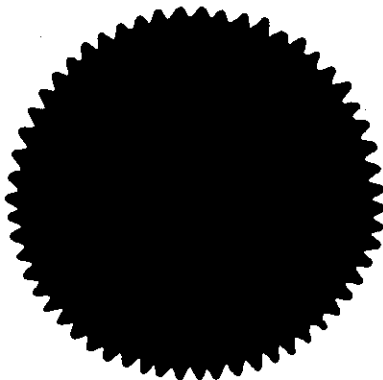
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Ownership of the "Buckeye Gas Products Company", a corporation
 organized and existing under the laws of the State of Delaware, merging "DESERT GAS
 PROPANE COMPANY, INC.", a corporation organized and existing under the laws of the
 State of California, and "MYER'S PROPANE GAS SERVICE, INC.", a corporation organized
 and existing under the laws of the Commonwealth of Pennsylvania, pursuant to
 Section 253 of the General Corporation Law of the State of Delaware, as received
 and filed in this office the twenty-ninth day of December, A.D. 1980, at 10 o'clock
 A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State