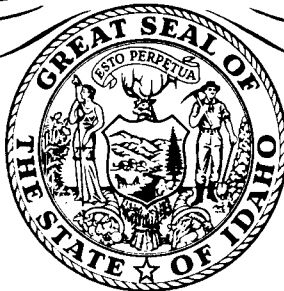


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MOBIL CORPORATION

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **21st** day of **May** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **May** 19**65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **May**, A.D. 19 **65**.

Secretary of State.

CERTIFICATE OF INCORPORATION

OF

MOBIL CORPORATION

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

.

WE, THE UNDERSIGNED, all of the age of twenty-one years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, do hereby certify:

FIRST: The name of the corporation is

MOBIL CORPORATION

SECOND: The purposes for which it is formed are:

1. To engage in the business of transporting, purchasing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting and using, and to transport, purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce and in every way deal in and with, natural gas, oils, petroleum products and other mineral products, petrochemicals and chemicals of every kind, chemical materials, substances and products, including acids, alkalis and salts, their compounds and derivatives, and also derivatives, materials, products, substances and combinations produced or manufactured therefrom, including intermediate and consumer end products of every kind and description; to engage in the separation or reduction and treatment of solids, liquids, and gases into their constituents; to produce and utilize and deal in and with chemical combinations of all kinds; to construct, erect, acquire, lease, hire, sell, dispose of, operate and use ships, vehicles, plants, machinery, equipment, apparatus, pipe lines and appliances of any and every kind for the production or manufacture of, or the business of dealing in and with, solids, liquids, gases, chemical combinations, separations or reductions, and for the production and utilization of new substances, solids, liquids or gases, including containers and devices of all kinds for storing, transporting, using and vending the same, and also for the transportation, production, preparation, treatment, handling and utilization of gases and constituents of the air, liquids and solids for any mechanical, manufacturing, commercial or other trade or business use; to do all and everything necessary or incidental to the proper conduct of any such business, or of any other business or businesses directly or indirectly connected therewith, and to acquire, own, use, develop, sell, exploit and deal in processes, inventions, apparatus and

machinery of any and every kind necessary or useful in connection with the foregoing business or any business allied thereto.

2. To transport, manufacture, buy, sell, distribute, store, warehouse, import and export, deal in and with traffic in all articles, goods, wares and merchandise and personal property of every kind which may be at any time necessary, useful or advantageous for the purposes of the corporation.

3. To acquire by purchase, lease or otherwise, upon such terms and conditions and in such manner as the Board of Directors of the corporation shall determine or agree to, and to the extent to which the same may be allowed by law, all or any part of the property, real and personal, tangible or intangible, of any nature whatsoever, including the good will, business and rights of all kinds, of any other corporation or of any person, firm, or association, which may be useful or convenient in the business of the corporation and to pay for the same in cash, stocks, bonds or in other securities of the corporation, or partly in cash and partly in such stocks, bonds or other securities, or in such other manner as may be agreed, and to hold, possess and improve such properties, and to assume in connection with the acquisition of any such property any liabilities of any such corporation, person, firm or association, and to conduct in any legal manner the whole or any part of any business so acquired, and to pledge, mortgage, sell or otherwise dispose of the same.

4. To do a general commission merchant's and selling agent's business and to buy, hold, own, manufacture, produce, sell, import, export, and generally deal in and with, and dispose of, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, producing, completing and selling of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

5. To obtain, purchase or otherwise acquire, to hold, own, use, sell, assign or otherwise dispose of, to grant licenses in respect of or otherwise exploit and turn to account, any and all inventions and improvements and any letters patent or application therefor, including design patents, of the United States or other countries and to obtain and hold licenses or other patent rights; to devise, adopt, use, own, purchase or otherwise acquire and to sell, assign or otherwise dispose of, any and all processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names and trademark rights and registrations or applications for registration therefor in the United States or in other countries, and when purchasing, acquiring or otherwise obtaining any such processes, formulae, trade secrets,

devices of all kinds, copyrights, trademarks, trade names or trademark rights, to take over and acquire the good will, assets and business in connection with which said processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names or trademark rights are or have been used, and to use, exercise and develop the same as may be useful, necessary or convenient to the purposes and objects of the corporation.

6. To borrow money for any of the purposes of the corporation from time to time without limit, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, drafts, bills of exchange and other negotiable and/or non-negotiable obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment thereof and the interest thereon of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to, all or any part of the real and/or personal property, rights, privileges or franchises of the corporation wheresoever situated, whether now owned or hereafter to be acquired, to provide that any such bonds, debentures, notes or other obligations shall be convertible into, or exchangeable for stock of the corporation upon such terms and conditions (so far as may be permitted by law) as the Board of Directors shall determine and cause to be specified therein and to sell, pledge or otherwise dispose of such obligations of the corporation for its corporate purposes.

7. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of New York.

8. To apply for, purchase or acquire and to exercise and enjoy any license, power, authority, franchise, right or privilege which any government or authority or any corporation or other public body shall enact, make or grant.

9. To subscribe to, purchase, acquire, hold, own, invest in, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures or other securities and obligations of any other corporations, domestic or foreign; and also to issue in exchange therefor its stocks, bonds and other obligations and to possess and exercise in respect thereof all the rights, powers and privileges of individual owners thereof including any and all voting powers.

10. Out of funds legally available for such purpose, to purchase, hold and reissue the shares of its own capital stock, its bonds and other securities; provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

11. To enter into, make, perform and carry out contracts for any lawful purpose pertaining to its business, without limit as to amount, with any person, firm, association or corporation.

12. To exercise any of its powers itself, or through the medium of subsidiary corporations, organized under the laws of the United States of America or of any state thereof or of any foreign government or country or subdivision thereof.

13. In general, to carry on any manufacturing or other business which in the judgment of the Board of Directors of the Corporation will be an advantageous addition to any of the business referred to in the foregoing subparagraphs, whether or not such additional business is connected with or incidental thereto, provided such additional business shall be of a character for which a corporation may be organized under the New York Business Corporation Law.

14. To carry out all or any part of the foregoing objects and purposes in any and all parts of the world and to conduct business in all or any of its branches as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations and other entities located in or organized under the laws of any part of the world, and, in carrying out, conducting or performing its business and attaining or furthering any of its objects and purposes, to maintain offices, branches and agencies in any part of the world, to make and perform any contracts and to do any acts and things, and to carry on any business, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes and which might be engaged in or carried on by a corporation formed under the General Corporation Law and to have and exercise all of the powers conferred by the laws of the State of New York under the New York Business Corporation Law.

15. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein provided for and to do every other act and thing incidental thereto in connection therewith, provided the same be not forbidden by the laws of New York.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in

any manner the general powers of the corporation or the meaning of general terms, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.



THIRD: The office of the corporation is to be located in the City of New York, County of New York, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Ten (10) of the par value of One Hundred Dollars (\$100.00) each.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o The Corporation Trust Company, 277 Park Avenue, New York, New York 10017.

SIXTH: The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, are THE CORPORATION TRUST COMPANY, 277 Park Avenue, New York, New York 10017.

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate this 11th day of February, A.D. 1965.

<u></u> (Signature)	<u></u> (Signature)
<u>WILLIAM A. HAMLIN</u> (Name of Incorporator)	<u>HERBERT R. GRIMMON</u> (Name of Incorporator)
<u>277 Park Avenue, New York, N.Y.</u> (Address)	<u>277 Park Avenue, New York, N.Y.</u> (Address)

ACKNOWLEDGMENT

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

On this 11th day of February, 1965, before me personally
came WILLIAM A. HAMLIN and HERBERT R. GRITHON
to me known, and known to me to be the persons described in and
who executed the foregoing certificate, and they severally duly
acknowledged to me that they had executed the same.

FREDERICK E. DEAN
Notary Public, State of New York
No. 62-624150
Qualified in Suffolk County
Certificate filed in New York County
Term Expires March 30, 1968

RESOLUTION OF BOARD OF DIRECTORS

OF

MOBIL OIL CORPORATION

A. M. SHERWOOD and T. J. LUTZ hereby certify that we are respectively the President and Secretary of MOBIL OIL CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Delaware; that a meeting of the directors of said corporation was held at 150 East 42nd Street, New York, N. Y., on March 24, 1965, at 9:30 o'clock A.M., pursuant to written waiver of notice signed by all the directors; that at said meeting all of the directors of the corporation were present; and that at said meeting the following resolutions were duly passed by unanimous vote of the directors present at such meeting:

RESOLVED, that in the opinion of the Board of Directors of this corporation the name MOBIL CORPORATION is not so similar to the name of this corporation as to be calculated to deceive, and this corporation has no objection to the use of such name upon the incorporation of such other corporation in New York.

FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorized and directed to make and execute a certificate under the corporate seal of this Company and file the same with the Secretary of State of New York.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the corporation as authorized in said resolution this 24th day of March, 1965.


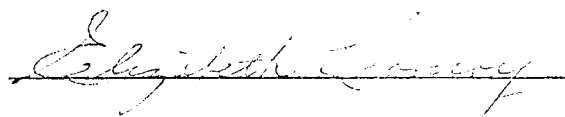
MOBIL OIL CORPORATION

By A. M. Sherwood
President

T. J. Lutz
Secretary

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

On the 24th day of March in the year 1965, before me personally came A. M. SHERWOOD, to me known, who being by me duly sworn, did depose and say: That he resides in 19 Cleveland Lane, Princeton, New Jersey; that he is the President of MOBIL OIL CORPORATION, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of the said corporation, and that he signed his name thereto by like order.



ELIZABETH CONEGY
Notary Public, State of New York
No. 41-579,000
Qualified in Queens County
Cert. Filed in New York County
Term Expires March 30, 1967

State of New York }
DEPARTMENT OF STATE } ss.:

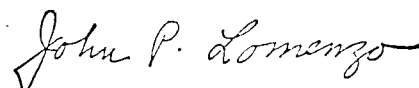
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I CERTIFY That I have compared the preceding
copy with the original Certificate of Incorporation of

MOBIL CORPORATION,

filed in this department on the 25th day of March , 1 965 , and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this twenty-fifth day
of March, one thousand nine hundred
sixty-five.


Secretary of State