

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HUMBLE OIL & REFINING COMPANY,
ESSO CHEMICAL COMPANY INC.

AND

ENJAY CHEMICAL COMPANY

INTO

EXXON CORPORATION

EXXON CORPORATION, a corporation organized and existing under the laws of the State of New Jersey,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 5th day of August, 1882, pursuant to the laws of the State of New Jersey, the provisions of which permit the merger of subsidiary corporations of another state into a parent corporation organized and existing under the laws of the State of New Jersey.

SECOND: That this Corporation owns all of the outstanding shares of the stock of each of Humble Oil & Refining Company, a corporation incorporated on the 4th day of September, 1959, Esso Chemical Company Inc., a corporation incorporated on the 19th day of April, 1963, and Enjay Chemical Company, a corporation incorporated on the 3rd day of January, 1966, each pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held

on the 13th day of December, 1972, determined to and did resolve to merge into itself said Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company:

RESOLVED, That the Plan of Merger presented to this meeting, a copy of which shall be identified by the Secretary and filed with the records of the Corporation, pursuant to which Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall be merged into Exxon Corporation, be and it hereby is approved and adopted; and

FURTHER RESOLVED, That Exxon Corporation merge into itself Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company, and assume all of the liabilities and obligations of each of them, as provided in such Plan of Merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed (i) to make and execute a Certificate of Merger, a copy of which shall be identified by the Secretary and filed with the records of the Corporation, complying with the requirements of the New Jersey Business Corporation Act, and to cause the same to be filed with the Secretary of State of New Jersey; and (ii) to make and execute a Certificate of Ownership and Merger, a copy of which shall be identified by the Secretary and filed with the records of the

Corporation, setting forth a copy of the resolutions to merge said Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company into Exxon Corporation and to assume the liabilities and obligations of each of them, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy in the office of the Recorder of Deeds of New Castle County, Delaware; and (iii) to do all acts and things whatsoever, whether within or without the State of New Jersey or the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the document attached hereto is a true and complete copy of the Plan of Merger referred to in the resolutions set forth above.

FIFTH: That the merger shall become effective as of the beginning of January 1, 1973, so that Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall each continue its separate existence for all purposes throughout the entire calendar year 1972 but each shall be merged into Exxon Corporation for all purposes throughout the entire calendar year 1973 and thereafter.

SIXTH: That this Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any of Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company as

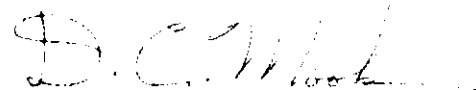
well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code of 1953, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801, until the surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Exxon Corporation at the above address.

IN WITNESS WHEREOF, said Exxon Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by N. J. Campbell, Jr., its Senior Vice President, and attested by D. C. Mook, its Assistant Secretary, this 14th day of December, 1972.

EXXON CORPORATION


CORPORATE SEAL

ATTEST:



D. C. Mook
Assistant Secretary

By


N. J. Campbell, Jr.
Senior Vice President

PLAN OF MERGER
OF
HUMBLE OIL & REFINING COMPANY,
ESSO CHEMICAL COMPANY INC.
AND
ENJAY CHEMICAL COMPANY
WITH AND INTO
EXXON CORPORATION

Article I

Names of Merging Corporations and
Surviving Corporation

The names of the corporations proposing to merge are Exxon Corporation, a New Jersey corporation, which shall be the surviving corporation, and Humble Oil & Refining Company, a Delaware corporation, Esso Chemical Company Inc., a Delaware corporation, and Enjay Chemical Company, a Delaware corporation.

Article II

Terms and Conditions of Merger

Upon the merger becoming effective:

(1) Exxon Corporation, Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall be a single corporation which shall be Exxon Corporation, the surviving corporation;

(2) The separate existence of Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall cease;

(3) Each share of stock of Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall be cancelled;

(4) Each share of stock of Exxon Corporation shall be and remain unchanged by the merger;

(5) The name, identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Exxon Corporation shall continue in effect and unimpaired by the merger, and the corporate franchises, existence and rights of Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall be merged into Exxon Corporation, as the surviving corporation, and: (i) Exxon Corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company; (ii) all real property and personal property, tangible and intangible, of every kind and description, belonging to Humble Oil & Refining Company, Esso Chemical Company Inc. or Enjay Chemical Company shall be vested in Exxon Corporation without further act or deed; (iii) the title of all real estate or any interest therein vested in Humble Oil & Refining Company, Esso Chemical Company Inc. or Enjay Chemical Company shall not revert or be in any way impaired by reason of such merger; (iv) Exxon Corporation shall be liable for all the obligations and liabilities of Humble Oil & Refining Company,

Esso Chemical Company Inc. and Enjay Chemical Company and each of them; (v) any claim existing or action or proceeding pending by or against Humble Oil & Refining Company, Esso Chemical Company Inc. or Enjay Chemical Company may be enforced as if such merger had not taken place; and (vi) neither the rights of creditors nor any liens upon, or security interests in, the property of Humble Oil & Refining Company, Esso Chemical Company Inc. or Enjay Chemical Company shall be impaired by such merger; and

(6) The Certificate of Incorporation as heretofore amended and restated and the By-Laws of Exxon Corporation in effect immediately prior to the merger becoming effective shall be the Certificate of Incorporation and By-Laws of the surviving corporation and no amendment thereof shall be effected by the merger.

Article III

Effective Time of Merger

The merger shall become effective as of the beginning of January 1, 1973, so that Humble Oil & Refining Company, Esso Chemical Company Inc. and Enjay Chemical Company shall each continue its separate existence for all purposes throughout the entire calendar year 1972 but each shall be merged into Exxon Corporation for all purposes throughout the entire calendar year 1973 and thereafter.

State of Delaware



Office of Secretary of State.

J. Walton H. Simpson, 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 "EXXON CORPORATION", a corporation
organized and existing under the laws of the State of New Jersey,
merging "HUMBLE OIL & REFINING COMPANY", "ESSO CHEMICAL COMPANY
INC.", and "ENJAY CHEMICAL COMPANY", corporations organized and
existing under the laws of the State of Delaware, pursuant to
Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the eighteenth day of
December, A.D. 1972, at 11 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of New Jersey.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this* twenty-first *day*
of December *in the year of our Lord*
one thousand nine hundred and seventy-two.

Walton H Simpson

Secretary of State

A N Caldwell

Asst Secretary of State