

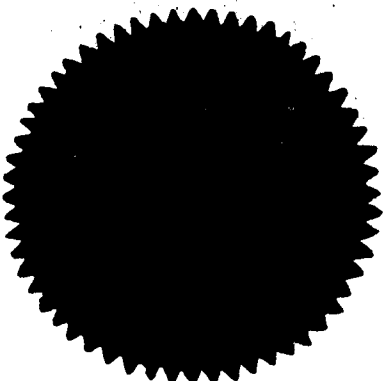


Office of Secretary of State.

I, Elisha C. Dukes, 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 "TULOMA GAS PRODUCTS COMPANY", merging
the "TULOMA, INC.", pursuant to Section 253 of the General Corporation
Law of the State of Delaware, as received and filed in this office
the twentieth day of December, A.D. 1966, at 9 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

L. F. Hume

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
TULOMA, INC.
INTO
TULOMA GAS PRODUCTS COMPANY

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Tuloma Gas Products Company, incorporated on the 18th day of May, 1954, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that this Corporation owns all the capital stock of Tuloma, Inc., a corporation incorporated under the laws of the State of Delaware, and that this Corporation, by a Resolution of its Board of Directors duly adopted at a meeting held on the 10th day of October, 1966, determined to and did merge into itself said Tuloma, Inc., which Resolution is in the following words, to wit:

"WHEREAS, this Corporation owns all of the issued and outstanding capital stock of Tuloma, Inc., a corporation incorporated under the General Corporation Laws of the State of Delaware; and

"WHEREAS, this Corporation desires to merge into itself Tuloma, Inc., and to be possessed of all of the estate, property, rights, privileges and franchises of said corporation; be it

"RESOLVED, that pursuant to Section 253 of the General Corporation Laws of the State of Delaware, Tuloma, Inc. shall be merged into this Corporation, and its estate, property, rights, privileges and franchises shall vest in, and its liabilities and obligations shall be assumed by, this Corporation, effective December 31, 1966;

"RESOLVED FURTHER, that the President and Secretary of this Corporation are hereby authorized and directed to make and execute, in the name and under the corporate seal of this Corporation, a Certificate of Ownership and Merger certifying the ownership by this Corporation of all the issued and outstanding capital stock of said Tuloma, Inc., and of the adoption and date of adoption of this Resolution;

"RESOLVED FURTHER, that the President and Secretary of this Corporation are authorized and directed to cause said Certificate of Ownership and Merger, when made, signed and executed as authorized in this Resolution, to be filed in the office of the Secretary of State of the State of Delaware and to cause a certified copy thereof to be recorded in the office of the Recorder of Deeds of the County of Kent, Delaware; and

"RESOLVED FURTHER, that the President and Secretary of this Corporation be, and they hereby are authorized to do and perform all other acts and things whatsoever, whether within or without the State of Delaware, which may be or become in any manner necessary or desirable to effectuate this Resolution or said merger and assumption of liabilities and obligations."

IN WITNESS WHEREOF, said Tuloma Gas Products Company has caused its corporate seal to be affixed and this Certificate to be signed by W. R. Peirson, its President, and M. J. Keating, its Secretary, this 7th day of December, 1966.

*Tuloma Gas Products
Company
(SEAL) Corporate Seal
1954 - Delaware*

/s/	W. R. Peirson President
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/s/	M. J. Keating Secretary
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STATE OF OKLAHOMA)
COUNTY OF TULSA) ss.:

Be it remembered that on this 7th day of December, A.D. 1966, personally came before me, Georgia M. Ness, a Notary Public in and for the County and State aforesaid, W. R. Peirson, President of Tuloma Gas Products Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. R. Peirson as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

In Witness Whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

My Commission Expires:
March 4, 1967

/s/	Georgia M. Ness
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Notary Public	

*Georgia M. Ness
Notary Public
Tulsa Co., Okla.*