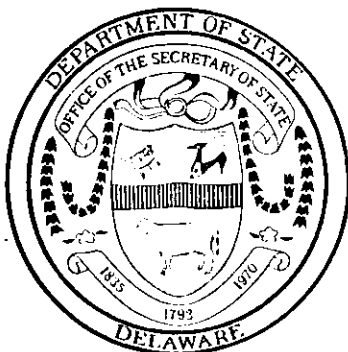


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Merger  
filed in this office on March 8, 1983.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *K. S. S. S.*

DATE: March 9, 1983

CERTIFICATE OF MERGER  
OF  
GENERAL AMERICAN OIL COMPANY OF TEXAS  
INTO  
PHILLIPS OIL COMPANY

Under Section 251 of the General Corporation  
Law of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, PHILLIPS OIL COMPANY, a Delaware corporation ("Phillips"), hereby certifies the following information relating to the merger of GENERAL AMERICAN OIL COMPANY OF TEXAS, a Delaware corporation ("General American"), with and into Phillips (the "Merger").

1. The names and states of incorporation of Phillips and General American, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

| <u>Name</u>  | <u>State of Incorporation</u> |
|--|-------------------------------|
| PHILLIPS OIL COMPANY . . . . .                     | Delaware                      |
| GENERAL AMERICAN OIL<br>COMPANY OF TEXAS . . . . . | Delaware                      |

2. The Agreement and Plan of Merger, dated as of February 11, 1983 (the "Agreement of Merger"), between Phillips and General American, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in

accordance with the provisions of Section 251(c) of the General Corporation Law of the State of Delaware.

3. The name of the corporation surviving the Merger is "PHILLIPS OIL COMPANY."

4. The Certificate of Incorporation of Phillips Oil Company, as in effect at the time of filing of this Certificate of Merger, shall be the Certificate of Incorporation of the surviving corporation of the Merger.

5. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation of the Merger, which is located at Phillips Building, Bartlesville, Oklahoma 74004.

6. A copy of the Agreement of Merger will be furnished by the surviving corporation of the Merger, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 8th day of March, 1983.


PHILLIPS OIL COMPANY

By: 

Vice President 

[Corporate Seal]

Attest:



Assistant Secretary