

CERTIFICATE

OF

MERGER

OF

INDEPENDENT OIL COMPANY, INC. OF PENNSYLVANIA

INTO

SOCONY MOBIL OIL COMPANY, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

\* \* \* \* \*

SOCONY MOBIL OIL COMPANY, INC., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. The plan of merger approved by its Board of Directors is as follows:

"PLAN OF MERGER

"FIRST: Socony Mobil Oil Company, Inc., a corporation of the State of New York (having been incorporated on August 10, 1882 under the name of Standard Oil Company of New York), owns all of the outstanding shares of INDEPENDENT OIL COMPANY, INC. OF PENNSYLVANIA.

"SECOND: The designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Independent Oil Company, Inc. of Pennsylvania	35,000 Shares - no par value	35,000

"THIRD: The terms and conditions of the proposed merger are as follows:

Socony Mobil Oil Company, Inc. will assume all liabilities and obligations of Independent Oil Company, Inc. of Pennsylvania and all shares of the capital stock of said Company owned by Socony Mobil Oil Company, Inc., the surviving parent, will be surrendered and eliminated."

2. (a) The certificate of incorporation of Socony Mobil Oil Company, Inc. was filed in the Department of State on the 10th day of August, 1882.

(b) Independent Oil Company, Inc. of Pennsylvania was incorporated under the laws of the State of Delaware on the 15th day of March, 1930, and no application has been filed for authority to do business in the State of New York. **This merger is permitted by the Laws of the State of Delaware.**

3. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

4. The merger shall be effective on the 31st day of December, 1963.

IN WITNESS WHEREOF, this certificate has been signed and verified on the 18th day of December, 1963.

SOCONY MOBIL OIL COMPANY, INC.

By T. W. Nelson  
T. W. Nelson  
Vice President

By T. J. Lutz  
T. J. Lutz  
Assistant Secretary

17859

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

INDEPENDENT OIL COMPANY, INC. OF PENNSYLVANIA (a Delaware corporation)  
with

SOCONY MOBIL OIL COMPANY, INC., (a New York corporation)

filed in this department on the 20th day of December, 1963, 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 twentieth day  
of December, sixty-three.  
one thousand nine hundred

John P. Thompson  
Secretary of State

VERIFICATION

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

T. W. NELSON, being first duly sworn, deposes and says that he is a Vice President of SOCONY MOBIL OIL COMPANY, INC., that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

T. W. Nelson

Sworn to before me this  
18th day of December, 1963.

*Elizabeth Conroy*

ELIZABETH CONROY  
Notary Public, State of New York  
No. 41,074,000  
Qualified in Queens County  
Cert. Filed in New York County  
Term Expires March 30, 1964



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MERGER  
OF

INDEPENDENT OIL COMPANY, INC. OF PENNSYLVANIA

INTO

SOCONY MOBIL OIL COMPANY, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 20 1933

TAX: None  
FILING DATE: 30

*John P. Tompkins*  
Secretary of State

By *A. M. Sherwood*

ARTHUR M. SHERWOOD, Esq.  
SOCONY MOBIL OIL COMPANY, INC.  
150 East 42nd Street  
New York 17, New York

*any*  
*Sh. Sherwood (6) New York*  
*5/1/187*  
*ny*

*noted*

*4/29/33*  
*cash.*