

Commonwealth of Pennsylvania



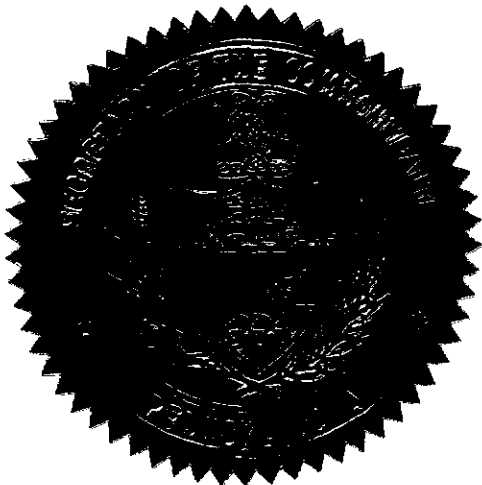
February 3, 1978

To All to Whom These Presents Shall Come: Greeting:

IN RE: "GULF OIL CORPORATION"

I, BARTON A. FIELDS, Secretary of the Commonwealth of the
Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is
a true and correct photocopy of Articles and Certificate of Merger

which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto
set my hand and caused the seal of the
Secretary's Office to be affixed, the day
and year above written.

Barton A. Fields

Secretary of the Commonwealth

144171

ARTICLES OF MERGER

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

STATE OF

In compliance with the requirements of Section 903 of the Business Corporation Law, Act of May 5, 1933 (P.L. 364) (15 P.S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

GULF OIL CORPORATION.

2. The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Pennsylvania 15219.
3. The name and the location of the registered office of the foreign business corporation, not qualified in Pennsylvania and party to the plan of merger is as follows:

<u>Name</u>	<u>Location of Registered Office</u>
Gulf Oil Securities Company, Inc. (a Delaware corporation)	100 West Tenth Street Wilmington, Delaware 19899

4. The plan of merger shall be effective on December 31, 1977 at 11:59 P.M., Eastern Standard Time.
5. The manner in which the plan of merger was adopted by the domestic corporation is as follows:

<u>Name of Corporation</u>	<u>Manner of Adoption</u>
Gulf Oil Corporation	Adopted by the Board of Directors pursuant to Section 902.1 of the Business Corporation Law.

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6. The plan of merger was authorized, adopted or approved, as the case may be, by the foreign corporation in accordance with the laws of the jurisdiction in which it was formed.
7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 20th day of December, 1977.

GULF OIL CORPORATION

By: *Charles A. Boyce*
Charles A. Boyce, Secretary

Attest:

Joseph W. Reisler
Joseph W. Reisler
Assistant Secretary

GULF OIL SECURITIES COMPANY, INC.

By: *Charles A. Boyce*
Charles A. Boyce, Secretary

Attest:

Joseph W. Reisler
Joseph W. Reisler
Assistant Secretary

Approved and filed in the Department of State on the 22nd day of December 1977.
Effective: December 31, 1977 at 11:59 P. M. E.S.T.

Barton A. Fields
Secretary of the Commonwealth
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PLAN OF MERGER

1. Gulf Oil Securities Company, Inc., a Delaware corporation (the "Merged Corporation"), which is a wholly owned subsidiary of Gulf Oil Corporation, a Pennsylvania corporation ("Gulf"), shall be merged with and into Gulf, which shall be the surviving corporation.

2. Upon the merger becoming effective, the effects thereof shall be as provided in Section 907 of the Business Corporation Law, Act of May 5, 1933 (P.L. 364) (15 P.S. §1907), and the following further terms and conditions shall obtain:

(a) the By-Laws of Gulf shall remain and be the by-laws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof and in the manner permitted by law;

(b) the board of directors of the surviving corporation, at the effective time and date of the merger, shall be comprised of those persons who, at such time and date, comprise the Board of Directors of Gulf; and

(c) the officers of the surviving corporation, at the effective time and date of the merger, shall be those persons who, at such time and date, are officers of Gulf. Such persons shall hold the office or offices in the surviving corporation as such persons, at such time and date, hold in Gulf.

3. A Certificate of Ownership and Merger relating to the Merged Corporation and Gulf shall be executed, acknowledged and filed by Gulf, in accordance with Sections 253 and 103 of the General Corporation Law of the State of Delaware. The Articles of Merger, of which this Plan of Merger is a part, shall be executed under the seal of the Merged Corporation and of Gulf, signed by two duly authorized officers of the Merged Corporation and of Gulf and delivered to the Department of State for filing thereby. Thereafter, the merger contemplated by the Articles of Merger shall become effective at 11:59 P.M., Eastern Standard Time, on December 31, 1977.

4. No changes shall be made in the Articles of Incorporation, as heretofore amended, of Gulf. The Articles of Incorporation, as heretofore amended, of Gulf shall be and remain the articles of incorporation of the surviving corporation until the same shall be amended in the manner permitted by law.

5. The manner of converting the shares of the Merged Corporation and Gulf into shares of the surviving corporation shall be as follows:

(a) the shares of capital stock of Gulf, at the effective time and date of the merger, shall constitute the shares of capital stock of the surviving corporation and no new shares of capital stock, other securities or obligations of the surviving corporation or other property are to be issued to the holders of capital stock of Gulf; and

(b) the issued and outstanding shares of capital stock of the Merged Corporation shall be cancelled at the effective time and date of the merger and no new shares of capital stock, other securities or obligations of the surviving corporation or other property are to be issued to the holder of capital stock of the Merged Corporation.

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Commonwealth of Pennsylvania

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Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by GULF OIL SECURITIES COMPANY, INC., a Delaware corporation and GULF OIL CORPORATION, a Pennsylvania corporation.

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that GULF OIL SECURITIES COMPANY, INC., the Delaware corporation has been merged into GULF OIL CORPORATION, being the Pennsylvania corporation.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that GULF OIL CORPORATION, the Pennsylvania corporation, shall be the surviving corporation.

Given

under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 22nd day of December in the year of our Lord one thousand nine hundred and seventy-seven and of the Commonwealth the two hundred and second.

Effective: December 31, 1977 at 11:59 P. M.

Barton A. Shields

E.S.T.

Secretary of the Commonwealth

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