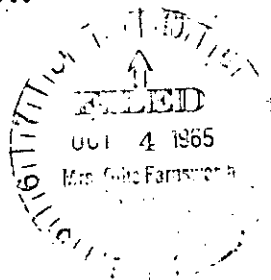


FRANK M. JORDAN
SECRETARY OF STATE



I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That UNION OIL COMPANY OF CALIFORNIA, a California corporation in good standing in the State of California, did on the 16th day of July, 1965, duly file in this office an Agreement of Merger between UNION OIL COMPANY OF CALIFORNIA, a California corporation referred to therein as "Union", and "The Pure Oil Company", an Ohio corporation, referred to therein as "Pure", dated the 29th day of April, 1965, and that the said Agreement of Merger was executed on behalf of Union Oil Company of California by Fred L. Hartley and E. W. Cairns, respectively President and Assistant Secretary of said corporation and on behalf of The Pure Oil Company by Robert L. Milligan and J. W. Spence, respectively President and Secretary of said corporation.

That the records of the office of the Secretary of State of the State of California reflect that all fees have been paid for the filing of the Agreement of Merger.

That the aforementioned Agreement of Merger provides, among other things, the following:

"ARTICLE I

"1.1 Union shall and hereby does merge into itself Pure, and Pure shall be and hereby is merged into Union in accordance with the applicable statutes of the State of California and Ohio. Union shall be the Surviving Corporation and shall be governed by the laws of the State of California.

"1.2 The name of the Surviving Corporation shall be Union Oil Company of California"

"ARTICLE III

"3.1 Upon the effective date of the merger provided for in this Agreement, the separate existence of Pure, except to the extent, if any, continued by statute, shall cease, and all rights, privileges, powers, immunities and franchises of each of the Constituent Corporations, both of a public and private nature, and all property, real, personal and mixed, and all debts due on

(Continued on next page)