

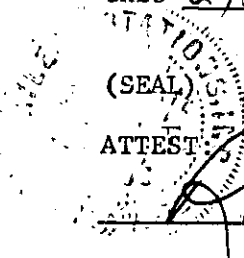
the corporation for its consideration at a special shareholder's meeting held on September 16, 1968, and called in the manner provided in Section 271.295 of the Kentucky Revised Statutes; and that at said special meeting the holder of all nine hundred eighty (980) shares of the corporation's issued and outstanding shares of stock was present by proxy and voted all shares in favor of the approval and adoption of said merger agreement.

WITNESS my hand and the corporate seal of Payless Stations, Inc., (formerly Thornton Oil Company of Kentucky, Inc.), this 24th day of September, 1968.

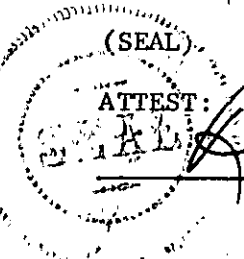


Robert L. Gless
Secretary, Payless Stations,
Inc. [Ky.]

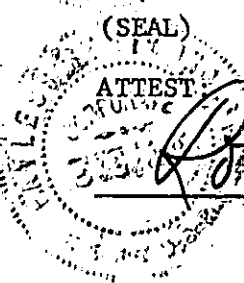
The foregoing merger agreement having been executed by all of the Directors of each of the corporations which are parties to this agreement, and having been submitted to a vote of the sole shareholder of each of said corporations, and having been unanimously approved and adopted by them, and that fact having been certified on this merger agreement by the Secretary of each of the corporations as required by law, the President and Secretary of each of said corporations, who state that the facts set forth in the merger agreement are true, do now hereby sign and acknowledge the foregoing merger agreement for and on behalf of each of said corporations respectively as the act and deed of each of said corporations, as of this 24th day of September, 1968.



PAYLESS STATIONS, INC.
[Delaware]
By James W. Thornton
President



GILBERT A. DANCE OIL CO., INC.
By James W. Thornton
President



PAYLESS STATIONS, INC.
(Formerly Thornton Oil Company
of Kentucky, Inc.)
By James W. Thornton
President

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