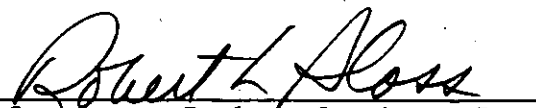


I, Robert L. Sloss, do hereby certify that I am the duly elected, qualified and acting Secretary of Payless Stations, Inc. [Delaware]; that the foregoing merger agreement was submitted to the sole shareholder of the corporation for its consideration at a special shareholder's meeting held on September 16, 1968, and called in the manner provided in Title 8, Chapter 1, Section 211, of the Delaware Code; and that at said special meeting the holder of all one thousand five hundred (1,500) 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. [Delaware], this 24th day of September, 1968.

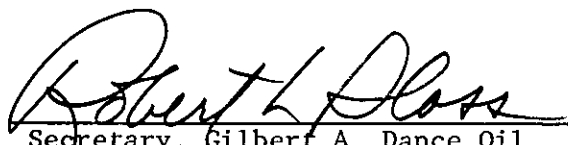
(SEAL)


Secretary, Payless Stations, Inc.
[Delaware]

I, Robert L. Sloss, do hereby certify that I am the duly elected, qualified and acting Secretary of Gilbert A. Dance Oil Co., Inc.; that the foregoing merger agreement was submitted to the sole shareholder of the corporation for its consideration at a special shareholder's meeting held on September 16, 1968, and called in the manner provided in Sections 25-314a, 25-231 and 25-207 of the Indiana Statutes; and that at said special meeting the holder of all three thousand six hundred (3,600) 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 Gilbert A. Dance Oil Co., Inc., this 24th day of September, 1968.

(SEAL)


Secretary, Gilbert A. Dance Oil
Co., Inc.

I, Robert L. Sloss, do hereby certify that I am the duly elected, qualified and acting Secretary of Payless Stations, Inc. [Ky.], (formerly Thornton Oil Company of Kentucky, Inc.); that the foregoing merger agreement was submitted to the sole shareholder of

(Continued on next page)