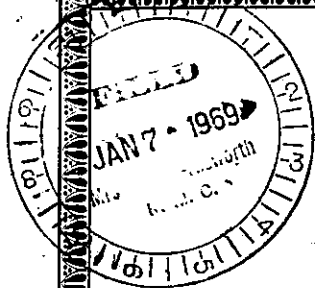


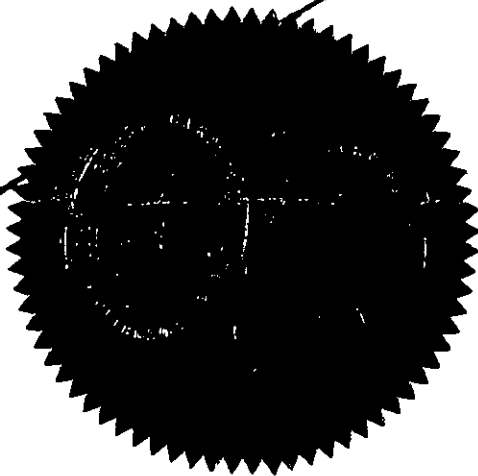
State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the
State of South Carolina, hereby certify:

THAT ACCORDING TO THE RECORDS IN THIS OFFICE SINCLAIR OIL & GAS COMPANY,
SINCLAIR PETROCHEMICALS, INC., SINCLAIR REFINING COMPANY, AND SINCLAIR
RESEARCH, INC., MERGED INTO SINCLAIR OIL CORPORATION, A CORPORATION ORGANIZED
UNDER THE LAWS OF THE STATE OF NEW YORK ON SEPTEMBER 30, 1968 AS SHOWN IN
THE RECORDS IN THIS OFFICE UNDER FOREIGN CORPORATION FILE NUMBER P-1653.



Given under my Hand and the Great Seal
of the State at Columbia this 11th day
of December, A. D., 1968,
and in the one hundred and 93rd
year of the Independence of the United States
of America.

O. Frank Thornton
Secretary of State