

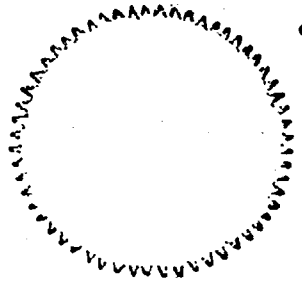


I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger between the "HUMBLE OIL & REFINING COMPANY", "THE SEA DRILL OIL COMPANY", corporations organized and existing under the laws of the State of Delaware and "THE ARAB OIL COMPANY", a corporation organized and existing under the laws of the State of West Virginia, under the name of "HUMBLE OIL & REFINING COMPANY", as received and filed in this office the thirty-first day of December, A.D. 1959, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirty-first day of December in the year of our Lord one thousand nine hundred and fifty-nine



George J. Schulz
Secretary of State

M. A. Jones
Asst. Secretary of State

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