

State of DELAWARE

Office of SECRETARY OF STATE

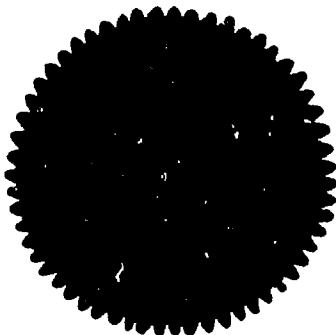
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I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Agreement of Merger of the "AMDEL INC." and "AMPCO CORPORATION", merging with and into the "AMERICAN PETROFINA COMPANY OF TEXAS", under the name of "AMERICAN PETROFINA COMPANY OF TEXAS", was received and filed in this office the twenty-seventh day of December, A.D. 1976, at 10 o'clock A.M.

And I do hereby further certify that upon filing of the aforesaid Certificate of Agreement of Merger, the corporate existence of the "AMDEL INC." and "AMPCO CORPORATION" terminated.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this fifth day of January in the year of our Lord one thousand nine hundred and seventy-seven.



Robert H. Reed
Robert H. Reed Secretary of State

Grover A. Biddle
Grover A. Biddle Assistant Secretary of State

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