

PLAN OF MERGER

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of

SUN OIL COMPANY
(a New Jersey corporation)

with and into

SUN OIL COMPANY OF PENNSYLVANIA
(a Pennsylvania corporation)

ARTICLE I

General

1.01 Sun Oil Company, a New Jersey corporation, (hereinafter sometimes called "Sun (NJ)"), and Sun Oil Company of Pennsylvania, a Pennsylvania corporation, (hereinafter sometimes called "Sun of Penna."), (Sun (NJ) and Sun of Penna. being hereinafter sometimes collectively referred to as the "Constituent Corporations"), shall effect a merger, subject to the terms and conditions set forth in this Plan of Merger.

1.02 Upon the Effective Date of the Merger, as defined in Section 1.10 hereof, Sun (NJ) shall be merged into Sun of Penna., which latter corporation shall be, and is hereinafter referred to as, the Surviving Corporation, the name of which shall continue to be Sun Oil Company of Pennsylvania.

1.03 The total number of shares which the Surviving Corporation shall have authority to issue is 1,000 shares of Common Stock, \$1 par value per share.

1.04 Upon the Effective Date of the Merger, the Articles of Incorporation of Sun of Penna. as in effect immediately prior to the Effective Date of the Merger, shall be and remain the Articles of Incorporation of the Surviving Corporation, until amended.

1.05 Upon the Effective Date of the Merger, the By-Laws of Sun of Penna. as in effect immediately prior to the Effective Date of the Merger, shall be and remain the By-Laws of the Surviving Corporation, until amended.

1.06 The directors of Sun of Penna. on the Effective Date of the Merger shall be the directors of the Surviving Corporation, and they shall hold office until their successors shall have been elected and qualified or until their resignation or removal, either according to law or the By-Laws of the Surviving Corporation.

1.07 The officers of Sun of Penna. on the Effective Date of the Merger shall be the officers of the Surviving Corporation, and they shall hold office until their successors shall have been elected and qualified or until their resignation or removal, either according to law or the By-Laws of the Surviving Corporation.

1.08 Upon the Effective Date of the Merger the separate existence of Sun (NJ) shall cease, and Sun (NJ) shall be merged into the Surviving Corporation. All of the property, real, personal and mixed, and franchises of each of the Constituent Corporations, and all debts due on whatever