

File No. 34670

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GENERAL PETROLEUM CORPORATION

into

SOCONY MOBIL OIL COMPANY, INC.

Pursuant to Section 85 of the Stock Corporation Law of the State of New York

Socony Mobil Oil Company, Inc., pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York, hereby certifies, under its corporate seal, by its officers thereunto duly authorized, as follows:

- 1. That Socony Mobil Oil Company, Inc. is a stock corporation organized and existing under the laws of the State of New York.
2. That General Petroleum Corporation is a corporation organized and existing under the laws of the State of Delaware, authorized to do business in the State of New York, and authorized to engage in business similar or incidental to the business which Socony Mobil Oil Company, Inc. is authorized to engage in.
3. That Socony Mobil Oil Company, Inc. owns all of the outstanding shares of the capital stock of said General Petroleum Corporation.
4. That the following is a copy of the resolutions of the Board of Directors of Socony Mobil Oil Company, Inc. to merge said General Petroleum Corporation into Socony Mobil Oil Company, Inc. and to assume all of its obligations, duly adopted at a meeting of said Board of Directors held on the 19th day of November, 1959:

RESOLVED, that General Petroleum Corporation be merged into Socony Mobil Oil Company, Inc., and that Socony Mobil Oil Company, Inc. assume all of the obligations of General Petroleum Corporation; and

FURTHER RESOLVED, That the President or a vice president, and the Secretary or the Treasurer, of this Corporation be and they hereby are authorized and directed (a) to make and execute, in the name and under the corporate seal of this Corporation, and to cause to be filed in the Department of State of the State of New York and in the office of the Secretary of State of the State of Delaware, respectively, certificates of ownership and merger, setting forth the ownership by this Corporation of all of the outstanding shares of the capital stock of General Petroleum Corporation, a copy of the resolutions of the Board of Directors of this Corporation to merge said General Petroleum Corporation into this Corporation and to assume all of its obligations, and the date of adoption thereof, and containing such other provisions, respectively, as may be required by applicable laws of the States of New York and Delaware, and (b) to do all such other acts and things as they may deem necessary or advisable to effect such merger.

IN WITNESS WHEREOF, Socony Mobil Oil Company, Inc. has caused this Certificate to be signed in its behalf by one of its vice presidents and its Secretary, and its corporate seal to be hereunto affixed, this 30th day of December, 1959.

SOCONY MOBIL OIL COMPANY, INC.

Socony Mobil Oil Company Seal 1882

By Paul Wollstadt
By A. M. Sherwood

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 30th day of December in the year 1959, before me personally came Paul Wollstadt and A. M. Sherwood, to me known, who, being by me duly sworn, each for himself, did depose and say that he, Paul Wollstadt resides in Millburn, New Jersey and is a vice president of Socony Mobil Oil Company, Inc., the corporation described in and which executed the above instrument; and that he, A. M. Sherwood, resides in Princeton, New Jersey and is the Secretary thereof; that each knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that each signed his name thereto by like order.

Elizabeth Conroy Notary Public Queens County

Elizabeth Conroy Notary Public State of N.Y. #41-5793000 Qualified in Queens County, Cert. Filed in New York County Commission Expires March 30, 1960

STATE OF NEW YORK)
) ss.:
DEPARTMENT OF STATE)

18577

I CERTIFY that I have compared the preceding copy with the original Certificate of Merger of

General Petroleum Corporation
(a Delaware Corporation)
with
Socony Mobil Oil Company, Inc.,
(a New York corporation)

in
filed/this department on the 31st day of December, 1959, and that such copy is a correct transcript therefrom
and of the whole of such original.

WITNESS my hand and the official seal of the Department of State at the City of Albany, this thirty-
first day of December, one thousand nine hundred fifty-nine.

Caroline K. Simon

Secretary of State

(Official Seal)

By Abraham N. Davis
Deputy Secretary of State

Recorded at the request of Socony Mobile Oil Company April 1, A.D., 1960 At 25 minutes past 11 A. M.

Willis A. DePaoli- Recorder.