

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GENERAL PETROLEUM CORPORATION

into
SOCONY MOBIL OIL COMPANY, INC.

Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware

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Socony Mobil Oil Company, Inc., pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, 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 the laws of the State of New York permit the merger of a subsidiary corporation organized under the laws of another state into a parent corporation organized under the laws of the State of New York.
3. That Socony Mobil Oil Company, Inc. owns all of the outstanding shares of the capital stock of General Petroleum Corporation, a corporation organized and existing under the laws of the State of Delaware.
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.

5. That Socony Mobil Oil Company, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of General Petroleum Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, and it does hereby irrevocably appoint the Secretary of State of Delaware as agent to accept service of process in any such suit or other

proceeding. The adress to which a copy of such process shall be mailed by the Secretary of State of Delaware is The Corporation Trust Company, 100 West 10th Street, Wilmington 99, Delaware, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Socony Mobil Oil Company, Inc. at the above address.

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 MOBILE OIL COMPANY, INC.

By Paul Wollstadt
Vice President

By A. M. Sherwood
Secretary

SOCONY MOBIL OIL COMPANY, INC.
SEAL 1882

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

BE IT REMEMBERED that on this 30th day of December A.D. 1959, personally came before me, ELIZABETH CONROY, a Notary Public in and for the County and State aforesaid, Paul Wollstadt, a vice president, and A. M. Sherwood, the Secretary, of Socony Mobil Oil Company, Inc., a corporation of the Saate of New York, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Paul Wollstadt, as such vice president, and he, the said A. M. Sherwood, as such Secretary, each duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said vice president and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said vice president and of the Secretary of said corporations, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

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 JExpires March 30, 1960

STATE OF DELAWARE

Office Of Secretary of State.

I, GEORGE F. SCHULTZ, 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 Ownership of the "SOCONY MOBIL OIL COMPANY, INC." a corporation organized and existing under the laws of the State of New York, merging "GENERAL PETROLEUM CORPORATION", a corporation organized and existing under the laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the thirty-first day of December, A.D. 1959, at 9 o'clock A. M.

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.

(Official Seal)

George J. Schultz.
Secretary of State

M. D. Tomlinson
Ass't. Secretary of State

Recorded at the request of Socony Mobile Oil Co., April 1, A.D. 1960 At 26 minutes past 11 A. M.

Willis A. DePaoli - Recorder.