

CERTIFICATE OF MAPCO PRODUCTION COMPANY

I, Royse M. Parr, Secretary of MAPCO Production Company, do hereby certify that the attached is a complete and correct copy of the Certificate of Merger of Filon Exploration Corporation with and into said MAPCO Production Company filed with the Secretary of State, State of Delaware, on September 28, 1979, and effective on that date.

IN TESTIMONY WHEREOF, I have signed my name and affixed the Corporate Seal at Tulsa, Oklahoma, this 29th day of February, 1980.



Royse M. Parr
Royse M. Parr, Secretary

(Corporate Seal)

STATE OF OKLAHOMA)
) SS
COUNTY OF TULSA)

Before me, Jane Malone, a Notary Public in and for said State, on this 29th day of Feb., 1980, personally appeared Royse M. Parr, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its Secretary, and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.



WITNESS my hand, and seal the day and year first above written.

Jane Malone
Notary Public

My Commission Expires:
20 June 1983

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

FILON EXPLORATION CORPORATION

INTO

MAPCO Production Company

MAPCO Production Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 25th day of October, 1974, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Filon Exploration Corporation, a corporation incorporated on the 28th day of February, 1974, pursuant to the Colorado Corporation Code of the State of Colorado.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting

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held on the 13th day of September, 1979, determined to and did merge into itself said Filon Exploration Corporation:

RESOLVED, that MAPCO Production Company merge, and it hereby does merge into itself said Filon Exploration Corporation, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective as of the close of business on September 30, 1979; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Filon Exploration Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of MAPCO Production Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said MAPCO Production Company

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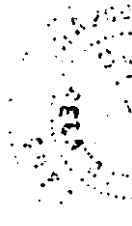
has caused this certificate to be signed by J. L. Wright, its Senior Vice President, and attested by Royse M. Parr, its Secretary, this 24th day of September, 1979.

MAPCO Production Company

By J. L. Wright

J. L. Wright, Senior Vice President

ATTEST:



By Royse M. Parr

Royse M. Parr, Secretary

COPY

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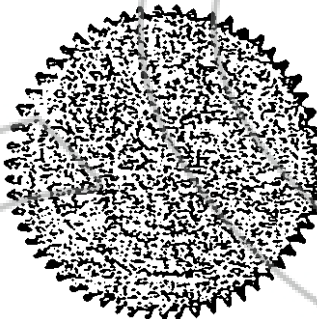
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 "MAPCO Production Company", a corporation organized and existing under the laws of the State of Delaware, merging "FILON EXPLORATION CORPORATION", a corporation organized and existing under the laws of the State of Colorado, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-eighth day of September, A.D. 1979, at 10 o'clock A.M.

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

72760



RECORDED AT THE REQUEST OF
Mapco Production Company
on March 17, 1980
at 01 mins. past 8 A. M.
In Book 79 of OFFICIAL
RECORDS, page 353-357, RECORDS
OF EUREKA COUNTY, NEVADA
WILL A. DePAOLI
Recorder
File No. 72760 Fee \$ 7.00

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

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