

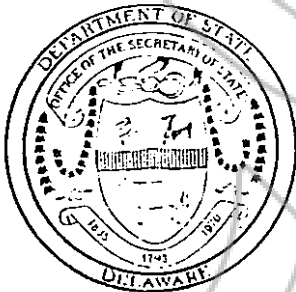
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State  
of  
**DELAWARE**

Office of **SECRETARY OF STATE**

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Agreement of Merger  
filed in this office on January 27, 1983.



Form 130

*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY:

*B. Akers*

DATE:

April 4, 1983

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- 1 -  
AGREEMENT AND PLAN OF MERGER  
AMONG AMERICAN SELCO INCORPORATED, QUESTOR INTERNATIONAL  
SURVEYS INC., AMSELCO MINERALS INC., CONIGAN INC.  
AND AMSELCO NATURAL RESOURCES INC.

AGREEMENT AND PLAN OF MERGER dated this 24th day of January, 1983, by and between Amselco Natural Resources Inc., a Delaware corporation (the "Surviving Corporation"), American Selco Incorporated, a New York corporation, Questor International Surveys Inc., a Nevada corporation, Amselco Minerals Inc., a Delaware corporation, and Conigan Inc., a Delaware corporation (each a "Merging Corporation").

WITNESSETH that:

WHEREAS, the Surviving Corporation (formed under the name Amselco Holdings Inc.), a corporation organized and existing under the laws of the State of Delaware, has an authorized capital stock consisting of 5,000 shares of Common Stock, no par value per share, of which 5,000 shares are now issued and outstanding which are entitled to vote and;

WHEREAS, American Selco Incorporated, a corporation organized and existing under the laws of the State of New York, has an authorized capital stock consisting of 50,000 shares of Common Stock, par value of \$1.00 per share, of which 10,000 shares are now issued and outstanding which are entitled to vote; and

WHEREAS, Questor International Surveys Inc., a corporation organized and existing under the laws of the

State of Nevada, has an authorized capital stock consisting of 2,500 shares of Common Stock, no par value per share, of which 1,000 shares are now issued and outstanding which are entitled to vote; and

WHEREAS, Amselco Minerals Inc., a corporation organized and existing under the laws of the State of Delaware, has an authorized capital stock consisting of 1,000 shares of Common Stock, no par value per share, of which 1,000 shares are now issued and outstanding which are entitled to vote; and

WHEREAS, Conigan Inc. (formed under the name GLM Inc.), a corporation organized and existing under the laws of the State of Delaware, has an authorized capital stock consisting of 1,000 shares of Common Stock, no par value per share, of which 1,000 shares are now issued and outstanding which are entitled to vote;

WHEREAS, the Surviving Corporation and American Selco Incorporated are wholly-owned subsidiaries of BP North America Inc., a Delaware corporation, Questor International Surveys Inc. is a wholly-owned subsidiary of American Selco Incorporated, and Amselco Minerals Inc. and Conigan Inc. are wholly-owned subsidiaries of the Surviving Corporation; and

WHEREAS, the parties to this Agreement and Plan of Merger, in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally in their best interests that each of the Merging

Corporations merge into the Surviving Corporation under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained and \$10 and other valuable consideration, do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect and the manner and basis of converting the shares of each corporation into cash, property, rights, or securities of the Surviving Corporation as follows:

FIRST: Each Merging Corporation shall be merged into the Surviving Corporation.

SECOND: Article FIRST of the Certificate of Incorporation of the Surviving Corporation, as amended, shall be amended, upon the effectiveness of the merger as provided in this agreement, to read:

"FIRST: The name of the corporation is Amselco Minerals Inc."

Such Certificate of Incorporation shall, as so amended, continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The terms and conditions of the merger and the mode of carrying them into effect are as follows:

(a) Upon the merger becoming effective, the separate existence of each Merging Corporation shall

cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of each Merging Corporation shall be transferred to, be vested in and devolve upon the Surviving Corporation without further act or deed, and any and all property, rights, and every other interest of the Surviving Corporation and each Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and each Merging Corporation, respectively. Each Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property, rights, privileges, franchises, patents, trademarks, licenses, registrations and assets of every kind and description of each Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each Merging Corporation and the proper

officers and directors of the Surviving Corporation are fully authorized in the name of each Merging Corporation or otherwise to take any and all such action.

(b) All rights of creditors and all liens upon the property of either the Surviving Corporation or each Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of each Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

(c) The Surviving Corporation agrees that it may be served with process in the State of Nevada in any proceeding for any obligation of Questor International Surveys Inc., including any amount fixed by appraisers of the district court pursuant to the provisions of NRS 78-510, and shall irrevocably appoint the Secretary of State of the State of Nevada as its agent to accept service of process in any action to enforce payment of any such obligation or any amount fixed by appraisers as aforesaid, and any such service of process shall be mailed by the Secretary of State of the State of Nevada to 999 Eighteenth Street, Suite 1201, Denver, Colorado 80202.

(d) The By-Laws of the Surviving Corporation as they shall exist on the effective date of the merger

shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(e) The directors and officers of the Surviving Corporation on the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation.

(f) The merger shall become effective as to both the Surviving Corporation and each Merging Corporation upon the filing of a Certificate of Merger with the Secretary of State of Delaware in accordance with Section 252 of the Delaware General Corporation Law and, in addition, with respect to Questor International Surveys Inc., upon the filing of this Agreement and Plan of Merger with the Secretary of State of Nevada in accordance with Section 78.485 of the Nevada General Corporation Law and with respect to American Selco Incorporated, upon the filing of a Certificate of Merger with the Secretary of State of New York in accordance with Section 907 of the New York Business Corporation Law.

FOURTH: The manner of converting the outstanding shares of capital stock of the Surviving Corporation and each Merging Corporation into cash, property, rights, or securities of the Surviving Corporation shall be as follows:

(a) The issued and outstanding shares of common stock of the Surviving Corporation immediately prior to

the merger shall remain outstanding following the merger and shall not be affected by the merger.

(b) The issued and outstanding shares of common stock of each Merging Corporation immediately prior to the merger shall by virtue of the merger cease to exist, the certificates therefor shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

IN WITNESSETH WHEREOF, the parties hereto, pursuant to the approval and authority duly given to them by resolutions duly adopted by their respective boards of directors, have caused this Agreement and Plan of Merger to be duly executed.

AMSELCO NATURAL RESOURCES INC.

By David P. Pearson  
Executive Vice President

ATTEST:

By [Signature]  
Secretary



AMERICAN SELCO INCORPORATED

By Donald P. Keenan  
Executive Vice President

ATTEST:

By Beulah  
Secretary

QUESTOR INTERNATIONAL SURVEYS  
INC.

By Donald P. Keenan  
President

ATTEST:

By Beulah  
Secretary

AMSELCO/MINERALS INC.

By Donald P. Keenan  
Executive Vice President

ATTEST:

By Beulah  
Secretary

CONIGAN INC.

By Donald P. Keenan  
Executive Vice President

ATTEST:

By Beulah  
Secretary

STATE OF *Colorado* )  
COUNTY OF *Denver* ) ; ss.:

On this *21<sup>st</sup>* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*199-18<sup>th</sup> Street, Suite 1201*  
*Denver, Colo. 80206*  
*My Commission Expires*  
*December 5, 1984*

STATE OF *Colorado* )  
COUNTY OF *Denver* ) ; ss.:

On this *21<sup>st</sup>* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*199-18<sup>th</sup> Street, Suite 1201*  
*Denver, Colo. 80206*  
*My Commission Expires*  
*December 5, 1984.*

STATE OF *Colorado* )  
 ) ss.:  
COUNTY OF *Denver* )

On this *21<sup>st</sup>* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80206  
*My Commission Expires  
December 5, 1984*

STATE OF *Colorado* )  
 ) ss.:  
COUNTY OF *Denver* )

On this *21<sup>st</sup>* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80206  
*My Commission Expires  
December 5, 1984*

STATE OF Colorado )  
COUNTY OF Denver ) ss.:

On this 21<sup>st</sup> day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the President of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Barbara A. Wright  
Notary Public  
999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80202  
*My Commission expires*  
*December 5, 1984*

STATE OF Colorado )  
COUNTY OF Denver ) ss.:

On this 21<sup>st</sup> day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Barbara A. Wright  
Notary Public  
999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80202  
*My Commission expires*  
*December 5, 1984*

STATE OF *Colorado* )  
  ) : ss.:  
COUNTY OF *Denver* )

On this *21<sup>st</sup>* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80206  
My Commission Expires  
December 5, 1984*

STATE OF *Colorado* )  
  ) : ss.:  
COUNTY OF *Denver* )

On this *21<sup>st</sup>* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80206  
My Commission Expires  
December 5, 1984*

STATE OF *Colorado* )  
                                  ) ss.:  
COUNTY OF *Denver* )

On this *21<sup>st</sup>* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*999-18<sup>th</sup> Street, Suite 1201,  
Denver, Colo. 80202*  
*My Commission expires  
December 5, 1984.*

STATE OF *Colorado* )  
                                  ) ss.:  
COUNTY OF *Denver* )

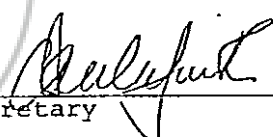
On this *21<sup>st</sup>* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Barbara A. Wright*  
Notary Public  
*999-18<sup>th</sup> Street, Suite 1201  
Denver, Colo. 80202*  
*My Commission expires  
December 5, 1984*

I, G.L. MacLeod-Smith, Secretary of Amselco


Natural Resources Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of American Selco Incorporated, a corporation of the State of New York, Questor International Surveys Inc., a corporation of the State of Nevada, Amselco Minerals Inc., a corporation of the State of Delaware, and Conigan Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder of the corporation, which Agreement of Merger was thereby adopted as the act of the stockholder of said Amselco Natural Resources Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 24th day of January, 1983.

  
Secretary

I, G.L. MacLeod-Smith, Secretary of American Selco Incorporated, a corporation organized and existing under the laws of the State of New York, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Questor International Surveys Inc., a corporation of the State of Nevada, Amselco Minerals Inc., a corporation of the State of Delaware, Conigan Inc., a corporation of the State of Delaware, and American Natural Resources Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 615 of the New York Business Corporation Law, by the written consent of the sole shareholder of the corporation, which Agreement of Merger was thereby adopted as the act of the shareholder of said American Selco Incorporated and the duly adopted agreement and act of the said corporation.


WITNESS my hand on this 24th day of January, 1983.

  
Secretary



I, G.L. MacLeod-Smith, Secretary of Amselco Minerals Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of American Selco Incorporated, a corporation of the State of New York, Questor International Surveys Inc., a corporation of the State of Nevada, Conigan Inc., a corporation of the State of Delaware, and Amselco Natural Resources Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder of the corporation, which Agreement of Merger was thereby adopted as the act of the stockholder of said Amselco Minerals Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 24th day of January 1983.

  
Secretary

BOOK 111 PAGE 205

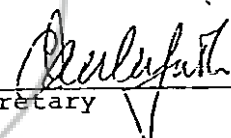
I, G.L. MacLeod-Smith, Secretary of Conigan Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of American Selco Incorporated, a corporation of the State of New York, Questor International Surveys Inc., a corporation of the State of Nevada, Amselco Minerals Inc., a corporation of the State of Delaware, and Amselco Natural Resources Inc., a corporation of the State of Delaware, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder of the corporation, which Agreement of Merger was thereby adopted as the act of the stockholder of said Conigan Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 24th day of January, 1983.

  
Secretary

I, G.L. MacLeod-Smith, Secretary of Questor International Surveys Inc., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of American Selco Incorporated, a corporation of the State of New York, Amselco Minerals Inc., a corporation of the State of Delaware, Conigan Inc., a corporation of the State of Delaware, and American Natural Resources Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 78.320 of the Chapter 78 of Nevada Revised Statutes, 1957, by the written consent of the sole stockholder of the corporation, which Agreement of Merger was thereby adopted as the act of the stockholder of said Questor International Surveys Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 24th day of January, 1983.

  
Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, the Business Corporation Law of the State of New York or and the General Corporation of the State of Nevada, as applicable, and that fact having been certified on said Agreement of Merger by a Secretary of each corporate party thereto, a President or Executive Vice President of each corporate party thereto does now hereby execute the said Agreement of Merger and a Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said corporations, on this 24th day of January, 1983.

AMSELCO NATURAL RESOURCES INC.

By *Robert P. Keenan*  
Executive Vice President

ATTEST:

By *Michael J. [Signature]*  
Secretary

AMERICAN SELCO INCORPORATED

By *Robert P. Keenan*  
Executive Vice President

ATTEST:

By *Michael J. [Signature]*  
Secretary

QUESTOR INTERNATIONAL SURVEYS INC.

By Donald P. Kearns  
President

ATTEST:

By Michael  
Secretary

AMSELCO MINERALS INC

By Donald P. Kearns  
Executive Vice President

ATTEST:

By Michael  
Secretary

CONIGAN INC.

By Donald P. Kearns  
Executive Vice President

ATTEST:

By Michael  
Secretary

STATE OF *Colorado* ,  
COUNTY OF *Denver* ; ss.:

On this *21st* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Tania M. Zeka*  
Notary Public  
*999 18th Street*  
*Denver CO 80202*

My Commission Expires Oct. 12, 1983

STATE OF *Colorado* ,  
COUNTY OF *Denver* ; ss.:

On this *21st* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Natural Resources Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Tania M. Zeka*  
Notary Public  
*999 18th Street*  
*Denver CO 80202*

STATE OF COLORADO )  
                          ) : ss.:  
COUNTY OF DENVER )

On this 21 day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of American Selco Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeka  
Notary Public  
999 87th St.  
Denver CO 80202

JAN 24 1983

STATE OF COLORADO )  
                          ) : ss.:  
COUNTY OF DENVER )

On this 21 day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of American Selco Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeka  
Notary Public  
999 18th St.  
Denver CO 80202

JAN 24 1983

STATE OF *Colorado* ,  
COUNTY OF *Denver* ; ss.:

On this *21st* day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the President of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Vania M. Zeka*  
Notary Public  
*999 18th St.*  
*Denver Co 80202*  
My Commission Expires *Oct. 22, 1983*

STATE OF *Colorado*  
COUNTY OF *Denver* ; ss.:

On this *21st* day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Questor International Surveys Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

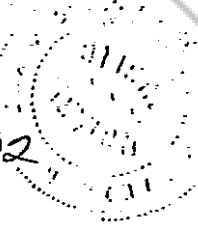
*Vania M. Zeka*  
Notary Public  
*999 18th St.*  
*Denver Co 80202*



STATE OF Colorado )  
  : ss.:  
COUNTY OF Denver )

On this 21<sup>st</sup> day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeka  
Notary Public  
999 18th Street  
Denver Co 80202

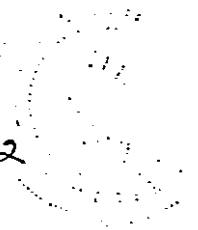


My Commission Expires Oct 12, 1983

STATE OF Colorado )  
  : ss.:  
COUNTY OF Denver )

On this 21<sup>st</sup> day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Amselco Minerals Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Tania M. Zeka  
Notary Public  
999 18th Street  
Denver Co 80202



STATE OF Colorado )  
COUNTY OF Denver ) ss.:

On this 21st day of January, 1983, before me personally came Desmond P. Kearns to me known, who being by me duly sworn, did depose and say that he is the Executive Vice President of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Janice M. Zeka  
Notary Public  
999 18th St.  
Denver Co 80202

My Comm. Expires Oct 12, 1983

STATE OF Colorado )  
COUNTY OF Denver ) ss.:

On this 21st day of January, 1983, before me personally came G. L. MacLeod-Smith to me known, who being by me duly sworn, did depose and say that he is the Secretary of Conigan Inc., which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

RECORDED AT REQUEST OF  
Amselco Exploration Inc.  
BOOK III PAGE 189

83 JUN 17 AID: 54

OFFICIAL RECORDS  
EUREKA COUNTY, NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. 87734  
FEE \$ 29.00

Janice M. Zeka  
Notary Public  
999 18th Street  
Denver Co 80202

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