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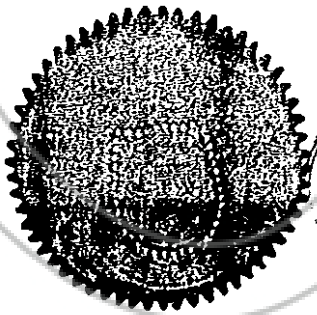
98395

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE
OF OWNERSHIP OF THE "PHILLIPS OIL COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "AMINOIL INC.",
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 FOURTH DAY
OF JANUARY, A.D. 1985, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION
SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

IN TESTIMONY WHEREOF, I have hereunto set my
hand and official seal at Dover this fourth
day of January in the year of our Lord one
thousand nine hundred and eighty-five.



SEAL
Affixed

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
AMINOIL INC.
INTO
PHILLIPS OIL COMPANY

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Phillips Oil Company, a Delaware corporation (the
"Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of Aminoil Inc., a
Delaware corporation.

THIRD: That the Corporation, by the following resolutions
of its Board of Directors, duly adopted on the 27th day of
December, 1984, determined to merge into itself Aminoil Inc. on
the conditions set forth in such resolutions:

RESOLVED, that Phillips Oil Company merge into itself
its subsidiary Aminoil Inc. and assume all of said
subsidiary's assets, liabilities and obligations
effective as of 12:01 a.m. January 1, 1985.

RESOLVED, FURTHER, that the President, any Vice
President, the Treasurer or any Assistant Treasurer of
this Company and each of them severally (with or
without attestation and affixation of the seal of this
Company by the Secretary or Assistant Secretary, which
attestation and affixation are hereby authorized), are
hereby authorized for and on behalf of this Company to
make, execute and acknowledge a certificate of
ownership and merger setting forth a copy of this
resolution to merge said Aminoil Inc. into Phillips Oil
Company and to assume said subsidiary's assets,
liabilities and obligations effective January 1, 1985,
and to file the same in the office of the Secretary of
the State of Delaware and a certified copy thereof in
the office of the Recorder of Deeds of Newcastle
County, Delaware.

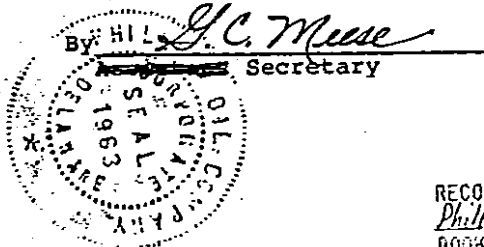
RESOLVED, FURTHER, that the officers herein authorized
are further authorized to execute any and all
documents, instruments, certificates or other written
agreements and to do and perform any and all acts, all
as such authorized officer or officers, in his or their
sole discretion, deem necessary or advisable in order
to further effectuate evidence of such merger for the
purposes and intent of this resolution.

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IN WITNESS WHEREOF, said Corporation has caused its corporate seal to be affixed and this certificate to be signed by R. E. Bonnell, its Vice President and G. C. Meese, its Assistant Secretary, this 31st day of December, 1984.

PHILLIPS OIL COMPANY

ATTEST:



By [Signature] President

RECORDED AT REQUEST OF
Phillips Petroleum Co.
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
H.H. REDALEATI, RECORDER
FILE NO. 98395
FEE \$ 7.00