

118110



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,

do hereby certify that the attached is a true and correct copy of

Certificate of Ownership

filed in this office on May 27, 1987



Form 130

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*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: *J. Butler*  
\_\_\_\_\_

DATE: April 29, 1988

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FILED 12:11 PM

MAY 27 1987

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
UNITED STATES BORAX & CHEMICAL CORPORATION  
INTO  
PACIFIC COAST RESOURCES CO.  
(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

*Myrl H. Hale*  
SECRETARY OF STATE

Pacific Coast Resources Co., 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  
United States Borax & Chemical Corporation, a Nevada  
corporation.

**THIRD:** That the Corporation, by the following  
resolutions of its Board of Directors, duly adopted on the  
24th day of May, 1987, determined to merge into itself  
United States Borax & Chemical Corporation on the conditions  
set forth in such resolutions:

**RESOLVED**, that this corporation merge United  
States Borax & Chemical Corporation, its wholly owned  
subsidiary corporation, into itself and assume all of  
United States Borax & Chemical Corporation's obligations  
pursuant to Sections 253 and 259 of the Delaware General  
Corporation Law;

**RESOLVED FURTHER**, that, upon the aforesaid merger  
becoming effective, Article First of the Certificate of  
Incorporation of this corporation be amended to read in  
its entirety as follows:

**"FIRST:** The name of the Corporation is United  
States Borax & Chemical Corporation."

**RESOLVED FURTHER**, that each of the officers of  
this corporation is hereby authorized and directed to  
take all such further action and to execute and deliver  
all such further documents as the officers acting shall  
determine to be necessary or appropriate to effect this  
merger, such determination to be conclusive as evidenced  
by their actions in the premises;

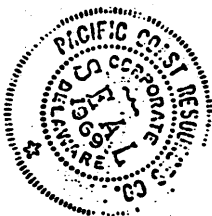
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RESOLVED FURTHER, that the merger of United States Borax & Chemical Corporation into this corporation shall become effective as of 12:01 A.M., Eastern Daylight Time, on June 1, 1987; and

RESOLVED FURTHER, that the President and the Secretary of this corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge said United States Borax & Chemical Corporation into this corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

FOURTH: That this certificate and the merger of United States Borax & Chemical Corporation into this Corporation shall become effective as of 12:01 A.M., Eastern Daylight Time, on June 1, 1987.

IN WITNESS WHEREOF, said Pacific Coast Resources Co. caused its corporate seal to be affixed and this certificate to be signed by Robert E. Kendall, its President, and Wesley A. Ackerman, its Secretary, this 24th day of May, 1987.



Pacific Coast Resources Co.

BY:

RE Kendall  
President

ATTEST:

BY:

Wesley A. Ackerman  
Secretary

RECORDED AT THE REQUEST OF

CP Corporation Systems  
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OFFICIAL RECORDS  
SURETY COUNTY, NEVADA  
H.M. REBAL, ATTORNEY  
FILE NO. \_\_\_\_\_  
FEE \$ 7.00

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