

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to file and record in the proper public offices the aforesaid Certificate of Ownership and Merger and to do any and all things and to execute, acknowledge, deliver, file and record such certificates and other documents as they may deem necessary or advisable, at such time or times as they may deem appropriate, for the purpose of carrying out the intent of the foregoing resolutions and of the aforesaid Certificate of Ownership and Merger; and further

RESOLVED, that for all purposes of the laws of the State of Delaware, the merger herein provided for shall become effective and the separate existence of Petro-Atlas Corporation, a Delaware corporation, except in so far as it may be continued by statute, shall cease as soon as (a) the aforesaid Certificate of Ownership and Merger shall have been executed and acknowledged in accordance with the laws of the State of Delaware and (b) said Certificate of Ownership and Merger shall have been filed in the office of the Secretary of State of Delaware and a certified copy thereof recorded in the office of the Recorder of Kent County, Delaware; and further

RESOLVED, that on the effective date of the merger herein provided for (a) the Corporation shall possess all the rights, privileges, powers and franchises of both public and private nature and shall be subject to all the restrictions, liabilities and duties of Petro-Atlas Corporation, (b) the Corporation shall be vested with all property, real, personal and mixed, and all debts due to Petro-Atlas Corporation on whatever act, and (c) all property, rights, privileges, powers and franchises of Petro-Atlas Corporation shall be thereafter as effectually the property of the Corporation as they were of Petro-Atlas Corporation but all rights of creditors and all liens upon any property of Petro-Atlas Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger, and all debts, liabilities and duties of Petro-Atlas Corporation shall henceforth attach to, and are hereby assumed by, the Corporation and