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I, George J. Schulz, 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 Agreement of Merger between the "HUMBLE OIL & REFINING  
COMPANY", "ESSO STANDARD OIL COMPANY", corporations organized and  
existing under the laws of the State of Delaware and "THE CARTER OIL  
COMPANY", a corporation organized and existing under the laws of the  
State of West Virginia, under the name of "HUMBLE OIL & REFINING  
COMPANY", as received and filed in this office the thirty-first day  
of December, A.D. 1959, at 9 o'clock A.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 thirty-first day  
of December in the year of our Lord  
one thousand nine hundred and fifty-nine.

George J. Schulz  
Secretary of State

M. D. Johnson  
Asst. Secretary of State