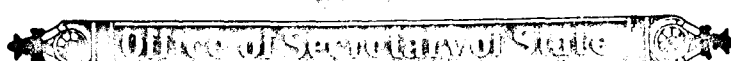
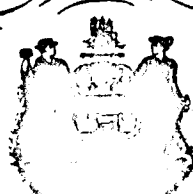


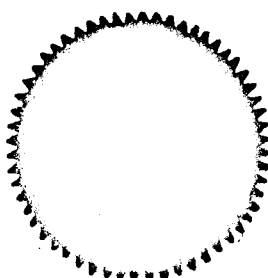
48-1



J. 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