

804179

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

M & D PETROLEUM, INC., a Florida corporation, 561074

into

**AMOCO OIL COMPANY**, a Maryland corporation 804179

File date: June 26, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



804179

ACCOUNT NO. : 072100000032

REFERENCE : 442649 4703287

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 442649-010

CUSTOMER NO: 4703287

700002223737--7

CUSTOMER: Mr. Robert Yates  
Amoco Corporation  
200 East Randolph Drive  
Mail Code 2108  
Chicago, IL 60601

ARTICLES OF MERGER

M&D PETROLEUM, INC.

INTO

AMOCO OIL COMPANY.

FILED  
97 JUN 26 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

         CERTIFIED COPY  
XX          PLAIN STAMPED COPY

*6/26*  
*Leggett*

CONTACT PERSON: Daniel W Leggett  
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUN 25 PM 12:13  
DIVISION OF SOIL POLLUTION

**FILED**

**ARTICLES OF MERGER**

97 JUN 26 PM 2:38

OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Amoco Oil Company

AND

M&D Petroleum, Inc.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging M&D Petroleum, Inc. with and into Amoco Oil Company as approved by the Board of Directors of M&D Petroleum, Inc. on May 7, 1997 and by the Board of Directors of Amoco Oil Company on May 14, 1997.

2. The merger of M&D Petroleum, Inc. with and into Amoco Oil Company is permitted by the laws of the jurisdiction of organization of Amoco Oil Company and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Amoco Oil Company was on May 14, 1997.

3. Shareholder approval was not required for the merger.

Executed on May 14, 1997.

Amoco Oil Company

By: 

Name: W. D. Ford

Capacity: President

M&D Petroleum, Inc.

By: 

Name: J. M. Mullan

Capacity: President

## PLAN OF MERGER

1. Amoco Oil Company, which is a business corporation of the State of Maryland and is the parent corporation and the owner of all of the outstanding shares of M&D Petroleum, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges M&D Petroleum, Inc. into Amoco Oil Company pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Amoco Oil Company.
2. The separate existence of M&D Petroleum, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Amoco Oil Company shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of M&D Petroleum, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Amoco Oil Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.