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State of Delaware

PAGE 1

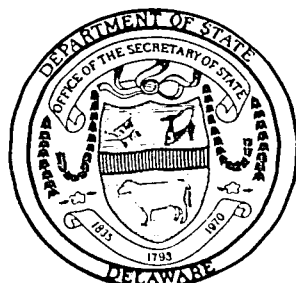
Vol. 91 Page 14837



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "LADD PETROLEUM CORPORATION" MERGING WITH AND INTO "AMAX OIL & GAS INC." UNDER THE NAME OF "AMAX OIL & GAS INC." WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 1991, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE AFORESAID CERTIFICATE OF MERGER, THE CORPORATE EXISTENCE OF "LADD PETROLEUM CORPORATION" TERMINATED.



721151010

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 3064498
DATE: 05/31/1991

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Amax Oil & Gas Co. the 30th day
of July A.D., 19 91 at 2:20 o'clock P. M., and duly recorded in Vol. M91
of Miscellaneous on Page 14837
By Evelyn Biehn County Clerk
Debra M. Mendenhall

FEE \$5.00

Return: Amax Oil & Gas Co.
P.O. Box 42806, Houston, Tx. 77042