

CERTIFICATE OF MERGER
MERGING
DEVON MERGER CO.
INTO
SANTA FE SNYDER CORPORATION

Pursuant to Section 251 of the Delaware General Corporation Law, Santa Fe Snyder Corporation, a Delaware corporation, DOES HEREBY CERTIFY:

FIRST: That the names of the constituent corporations of the merger are Devon Merger Co. and Santa Fe Snyder Corporation, both of which are Delaware corporations.

SECOND: That an Agreement and Plan of Merger, pursuant to which Devon Merger Co. will merge with and into Santa Fe Snyder Corporation, has been approved, adopted, certified, executed and acknowledged, as amended, by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is Santa Fe Snyder Corporation, changing to Devon SFS Operating, Inc.

FOURTH: That the Restated Certificate of Incorporation of Santa Fe Snyder Corporation shall be amended and restated as set forth in the Restated Certificate of Incorporation attached hereto as Exhibit A, and such Restated Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger, as amended, is on file at an office of the surviving corporation, which is located at 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260.

SIXTH: That a copy of the Agreement and Plan of Merger, as amended, will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That the merger will be effective at 11:59 p.m. on August 29th or upon filing of this Certificate of Merger, whichever is later.

IN WITNESS WHEREOF, Santa Fe Snyder Corporation has caused this Certificate of Merger to be executed on its behalf on August 29, 2000.

SANTA FE SNYDER CORPORATION

By: David L. Hicks
David L. Hicks
Vice President, Law and General Counsel