

State of Delaware  
Office of the Secretary of State

---

PAGE 1

FORM C101 ATTACHMENT  
Devon SFS Operating, Inc.  
Scary Creek "25A" State Com. #1  
Sec. A-25-20S-26E  
Eddy Cnty, NM

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

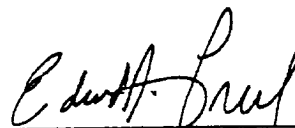
"DEVON MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "SANTA FE SNYDER CORPORATION" UNDER THE NAME OF "DEVON SFS OPERATING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

0774411 8100M

AUTHENTICATION: 0646045

001437100

DATE: 08-29-00