

Petroleum (USA), Inc., and Hadson Energy Resources Corporation shall be subject to and liable for all the debts and liabilities of Hadson Petroleum (USA), Inc. and any claim existing or action or proceeding pending by or against Hadson Petroleum (USA), Inc. may be prosecuted to judgment as if such merger had not taken place or Hadson Energy Resources Corporation may be substituted in its place.

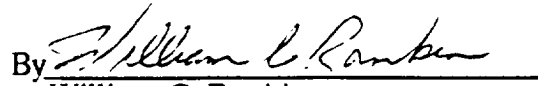
IN WITNESS WHEREOF, Hadson Energy Resources Corporation has caused this Certificate to be signed by its Senior Vice President and attested by its Secretary, this 23rd day of December, 1992, to be effective as of the Certificate's filing date, as authorized by Section 103(c) of Title 8 of the Delaware Code.

ATTEST:

(SEAL)


Jeanette C. Timmons
Secretary

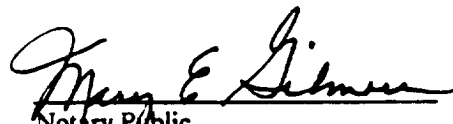
HADSON ENERGY RESOURCES
CORPORATION, a Delaware
corporation

By 
William C. Rankin
Senior Vice President

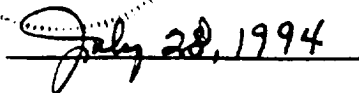
STATE OF OKLAHOMA)
) SS
COUNTY OF OKLAHOMA)

Before me, a Notary Public, in and for said County and State, on this 23rd day of December, 1992, personally appeared William C. Rankin, known to me to be the identical person who executed the within and foregoing Certificate of Ownership and Merger, and acknowledged to me that he executed the same as his free and voluntary act and deed and that the facts stated in the Certificate of Ownership and Merger are true and correct.

Given under my hand and seal of office the day and year first above written.


Notary Public

My Commission Expires:


July 28, 1994