

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
HADSON PETROLEUM (USA), INC.
INTO
HADSON ENERGY RESOURCES CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE

Hadson Energy Resources Corporation, a Delaware corporation, hereby states and certifies that:

1. Hadson Energy Resources Corporation was incorporated under the laws of the State of Delaware.
2. Hadson Energy Resources Corporation owns all of the outstanding shares of each class of the capital stock of Hadson Petroleum (USA), Inc., a Delaware corporation.
3. Hadson Energy Resources Corporation, by the following resolutions of its Board of Directors, duly adopted on the 21st day of December, 1992, pursuant to Section 253 of Title 8 of the Delaware Code determined to merge Hadson Petroleum (USA), Inc. with and into itself on the conditions set forth in such resolutions:

RESOLVED: That Hadson Energy Resources Corporation merge into itself its wholly-owned subsidiary, Hadson Petroleum (USA), Inc. and assume all of Hadson Petroleum (USA), Inc.'s obligations.

FURTHER RESOLVED: That the Senior Vice President and the Secretary of Hadson Energy Resources Corporation be and hereby are directed (i) to make, execute and acknowledge a Certificate of Ownership and Merger setting forth (X) a copy of the resolution to merge Hadson Petroleum (USA), Inc. into Hadson Energy Resources Corporation and to assume Hadson Petroleum (USA), Inc.'s obligations, (Y) the date of the adoption of such resolutions by the Board of Directors, and (Z) a provision that after the merger, all shares of Hadson Petroleum (USA), Inc. shall be cancelled; (ii) to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and (iii) to take any and all further action to see the intent of the above resolutions are carried forth, and thereupon the separate existence and corporate organization of Hadson Petroleum (USA), Inc. except insofar as it may be continued by statute, shall cease and Hadson Energy Resources Corporation shall continue as the surviving corporation which shall succeed to the rights, property and assets of Hadson