

CERTIFICATE OF MERGER
of
RESERVE OIL, INC.
into
GETTY RESERVE OIL, INC.

Under Section 251(c) of the General Corporation Law of the State of Delaware

We, the undersigned, being respectively Vice President and Assistant Secretary of GETTY RESERVE OIL, INC., do hereby certify as follows:

FIRST: The names of the Constituent Corporations are GETTY RESERVE OIL, INC. and RESERVE OIL, INC.; GETTY RESERVE OIL, INC. is incorporated under the laws of the State of Delaware and RESERVE OIL, INC. is incorporated under the laws of the State of Delaware.

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each Constituent Corporation in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is GETTY RESERVE OIL, INC.

FOURTH: The Certificate of Incorporation of GETTY RESERVE OIL, INC. shall continue without change to be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: An executed counterpart of the Agreement of Merger is on file at the principal place of business of GETTY RESERVE OIL INC., 3810 Wilshire Boulevard, Los Angeles, California 90010 and a copy of said Agreement will be furnished by GETTY RESERVE OIL, INC. on request and without cost, to any stockholder of either Constituent Corporation.

SIXTH: The authorized capital stock of RESERVE OIL, INC. consisted of 1,000 shares of Common Stock, \$1.00 par value.

IN WITNESS WHEREOF, GETTY RESERVE OIL, INC. has caused this Certificate to be executed in its corporate name by its Vice President and attested by its Assistant Secretary this 23 day of January, 1980.

GETTY RESERVE OIL, INC.

By s/P. J. Boyne
President

Attest:

s/J. B. McNeill
Secretary



State of DELAWARE

Office of SECRETARY OF STATE

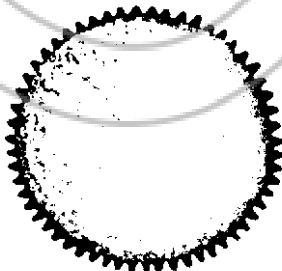
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No. FILED AND RECORDED AT REQUEST OF GETTY OIL Co. MARCH 20, 1980 AT 1 MINUTES PAST 1 O'CLOCK P.M. IN BOOK 36 OF OFFICIAL RECORDS, PAGE 230 LINCOLN COUNTY, NEVADA

Glenn C. Kenton Secretary of State

I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Merger of the "RESERVE OIL, INC.", merging with and into the "GETTY RESERVE OIL, INC.", under the name of "GETTY RESERVE OIL, INC.", as received and filed in this office the twenty-third day of January, A.D. 1980, at 11:40 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-third day of January in the year of our Lord one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State