



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on December 24, 1981



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: E. Curran

DATE: January 12, 1982

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

THE ANACONDA COMPANY

INTO

ATLANTIC RICHFIELD COMPANY

(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)

ATLANTIC RICHFIELD COMPANY, a Pennsylvania corporation
(hereinafter called "the Company"),

DOES HEREBY CERTIFY THAT:

FIRST: The Company was organized and exists under
the laws of the Commonwealth of Pennsylvania and is subject
to the Business Corporation Law of the Commonwealth of
Pennsylvania, the provisions of which permit the merger of
a subsidiary corporation of another state into a parent
corporation organized and existing under the laws of the
Commonwealth of Pennsylvania.

SECOND: The Company owns all the outstanding shares
of The Anaconda Company, a corporation organized and existing
under the laws of the State of Delaware.

THIRD: The Company, by the following resolution of
its Board of Directors, duly adopted at a meeting held on
October 26, 1981, determined to merge into itself The Anaconda
Company (which merger is intended to constitute a liquidation
as described in Section 332 of the Internal Revenue Code of 1954,
as amended) effective on December 31, 1981:

RESOLVED, That Atlantic Richfield Company, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 901 and 902.1 of the Business Corporation Law of the Commonwealth of Pennsylvania, merge into itself, effective on December 31, 1981, The Anaconda Company, a Delaware corporation, and as a condition of such merger hereby assumes, as of such date, all the obligations of the said corporation.

FOURTH: The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of The Anaconda Company as well as for enforcement of any obligation of the Company arising from the merger, and it does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding.

The address to which a copy of such process shall be mailed by the Secretary of State is 515 South Flower Street, Los Angeles, California 90071, until the Company shall have hereafter designated in writing to the Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State duplicate copies of such process, one of which copies the Secretary of State shall forthwith send by registered mail to the Company at the most recent address designated hereunder.

IN WITNESS WHEREOF, Atlantic Richfield Company has caused its corporate seal to be affixed and this certificate

to be signed by F. X. McCormack, its Senior Vice President,
and by H. H. Lewis, its Secretary this 17th day of December,
1981.

ATLANTIC RICHFIELD COMPANY

BY *F. X. McCormack*
F. X. McCormack, Senior Vice President

ATTEST: BY *H. H. Lewis*
H. H. Lewis, Secretary

CORPORATE SEAL

STATE OF CALIFORNIA)
) SS.:
COUNTY OF LOS ANGELES)

BE IT REMEMBERED that on this 17th day of December, 1981, personally came before me, Barbara M. Hinds, a Notary Public in and for the County and State aforesaid, F. X. McCormack a Senior Vice President of Atlantic Richfield Company, a Pennsylvania corporation, being the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said F. X. McCormack as such Senior Vice President, duly acknowledged the said certificate to be the act and deed of said corporation and the facts stated therein to be true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Barbara M. Hinds



NOTARIAL SEAL

No. 75624
FILED AND RECORDED AT REQUEST OF
HMACCORD MINERALS Co.
May 28, 1982
AT 1 MINUTE PAST 1 O'CLOCK
2 P.M. IN BOOK 50 OF OFFICIAL
RECORDS, PAGE 433 LINCOLN
COUNTY, NEVADA.
Janice Setzer
COUNTY RECORDER