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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP & MERGER OF MOBIL PIPE LINE COMPANY FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1989, AT 9 O'CLOCK A.M.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: |2515391

DATE: 01/29/1990

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

TENNECO OIL PIPELINE COMPANY  
(a Delaware Corporation)

INTO

MOBIL PIPE LINE COMPANY  
(a Delaware Corporation)

It is hereby certified that:

1. MOBIL PIPE LINE COMPANY (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares (of each class) of the stock of TENNECO OIL PIPELINE COMPANY, which is also a business corporation of the State of Delaware.
3. On November 10, 1989, the Board of Directors of the Corporation adopted the following resolutions to merge TENNECO OIL PIPELINE COMPANY into the Corporation:

RESOLVED that TENNECO OIL PIPELINE COMPANY be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of TENNECO OIL PIPELINE COMPANY be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by TENNECO OIL PIPELINE COMPANY in its name.

RESOLVED that this Corporation shall assume all of the obligations of TENNECO OIL PIPELINE COMPANY.

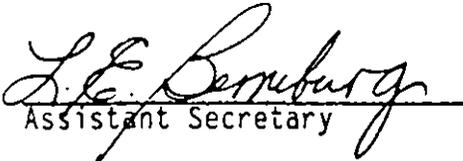
RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction for the purpose of effectuating the aforesaid merger.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be November 30, 1989.

Executed on November 28, 1989.

By:   
Vice President

Attest:

  
Assistant Secretary

RECEIVED  
SECRETARY OF STATE  
CORPORATION DIVISION

FEB 5 4 06 PM '90

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