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# Delaware

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JESSE WHITE  
SECRETARY OF STATE

The First State

F# 5156-077-9

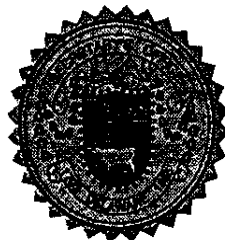
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "ARCO OIL AND GAS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002, AT 5 O'CLOCK P.M.



Doc#: 0332327075  
Eugene "Gene" Moore Fee: \$30.00  
Cook County Recorder of Deeds  
Date: 11/19/2003 11:39 AM Pg: 1 of 4

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2716147

DATE: 10-28-03

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STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 05:00 PM 11/21/2002  
 020721330 - 0860011

**CERTIFICATE OF DISSOLUTION**

OF

**ARCO OIL AND GAS COMPANY**

ARCO OIL AND GAS COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on November 18, 2002.

SECOND: That dissolution has been authorized by the unanimous written consent of all of the stockholders of the corporation entitled to vote on a dissolution in accordance with the provisions of subsection (c) of section 275 of the General Corporation Law of the State of Delaware.

THIRD: That the names and addresses of the directors and officers of ARCO OIL AND GAS COMPANY are as follows:

DIRECTORSNAMESADDRESSES

Debra A. Dowling

200 East Randolph Drive  
Chicago, IL 60601

Daniel B. Pinkert

200 East Randolph Drive  
Chicago, IL 60601

Debra A. Plumb

200 East Randolph Drive  
Chicago, IL 60601

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OFFICERS BOX 170NAMESOFFICESADDRESSES

Daniel B. Pinkert

President

200 East Randolph Drive  
Chicago, IL 60601

Ian Springett

Vice President and  
Chief Financial  
Officer200 East Randolph Drive  
Chicago, IL 60601

Paul D. Wessells

Vice President and  
General Tax Officer501 WestLake Park Blvd.  
Houston, TX 77079

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**ARCO OIL AND GAS COMPANY**

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<u>NAMES</u>	<u>OFFICES</u>	<u>ADDRESSES</u>
Paula J. Clayton	Vice President	200 East Randolph Drive Chicago, IL 60601
Debra A. Plumb	Secretary	200 East Randolph Drive Chicago, IL 60601
Debra A. Dowling	Assistant Secretary	200 East Randolph Drive Chicago, IL 60601
William T. Mangan	Assistant Secretary	200 East Randolph Drive Chicago, IL 60601
James L. Siddall	Assistant Secretary	200 East Randolph Drive Chicago, IL 60601
Robert J. Novaria	Treasurer	200 East Randolph Drive Chicago, IL 60601
Marie A. Lukas	Assistant Treasurer	200 East Randolph Drive Chicago, IL 60601
Laura P. Peterson	Assistant Treasurer	200 East Randolph Drive Chicago, IL 60601
James A. Dietz	Tax Officer	28301 Ferry Road Warrenville, IL 60555
Dale P. Shralow	Tax Officer	200 East Randolph Drive Chicago, IL 60601

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ARCO OIL AND GAS COMPANY

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IN WITNESS WHEREOF, said ARCO OIL AND GAS COMPANY has caused this certificate to be signed by Daniel B. Pinkert, its President, and attested by Debra A. Plumb, its Secretary, this 19th day of November, 2002.

ARCO OIL AND GAS COMPANY

By *[Signature]*  
Daniel B. Pinkert, President

ATTEST:

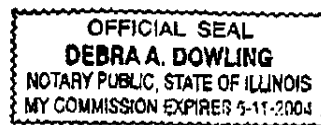
By *[Signature]*  
Debra A. Plumb, Secretary

STATE OF ILLINOIS        )  
  )  
COUNTY OF COOK        )        ss.

I, Debra A. Dowling, a Notary Public, do hereby certify that Daniel B. Pinkert and Debra A. Plumb of the above named ARCO OIL AND GAS COMPANY, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as President and Secretary, respectively, appeared before me this day in person, and acknowledged that they signed, sealed and delivered the said instrument as the free and voluntary act of said ARCO OIL AND GAS COMPANY, and as their own free and voluntary act as President and Secretary, respectively, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 19th day of November, 2002.

*[Signature]*  
Notary Public



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