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SKAMANIA CO, WASH
BY *Burlington Resources*

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Garvey
AUDITOR

J. MICHAEL GARVISON

Return Address: *Burlington Resources*
801 Cherry St. Ste 200
Fort Worth, TX 76102


Document Title(s) or transactions contained herein: <i>Certificate of Merger</i>	
GRANTOR(S) (Last name, first name, middle initial) <i>Meridian Minerals Co</i> <i>Meridian Oil Transportation Inc</i>	
<input type="checkbox"/> Additional names on page _____ of document.	
GRANTEE(S) (Last name, first name, middle initial) <i>Glacier Park Company</i>	
<input type="checkbox"/> Additional names on page _____ of document.	
LEGAL DESCRIPTION (Abbreviated: Ls., Lot, Block, Plat or Section, Township, Range, Quarter/Quarter)	
<input type="checkbox"/> Complete legal on page _____ of document.	
REFERENCE NUMBER(S) of Documents assigned or released:	<i>Supplemental</i> <i>Recorded to</i> <i>Ordinance</i> <i>Number</i> <i>Recorded</i> <i>to</i> <i>Ordinance</i> <i>Number</i>
<input type="checkbox"/> Additional numbers on page _____ of document.	
ASSESSOR'S PROPERTY TAX PARCEL/ACCOUNT NUMBER	
<input type="checkbox"/> Property Tax Parcel ID is not yet assigned	
<input type="checkbox"/> Additional parcel numbers on page _____ of document.	
The Auditor/Recorder will rely on the information provided on the form. The Staff will not read the document to verify the accuracy or completeness of the indexing information.	

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MERIDIAN MINERALS COMPANY", A MONTANA CORPORATION,
"MERIDIAN OIL TRANSPORTATION INC.", A TEXAS CORPORATION,
WITH AND INTO "GLACIER PARK COMPANY" UNDER THE NAME OF "GLACIER PARK COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1995, AT 10 O'CLOCK A.M.


Edward J. Freel, Secretary of State

0800610 8100M

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AUTHENTICATION: 7586735

DATE: 07-26-95

**CERTIFICATE OF MERGER
OF
MERIDIAN MINERALS COMPANY INC.
(a Montana corporation)
and
MERIDIAN OIL TRANSPORTATION INC.
(a Texas corporation)
INTO
GLACIER PARK COMPANY
(a Delaware corporation)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "Delaware Law") does hereby certify in accordance with Section 252 of the Delaware Law as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name

State of Incorporation

Glacier Park Company
Meridian Minerals Company
Meridian Oil Transportation Inc.

Delaware
Montana
Texas

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware Law.

THIRD: That the name of the surviving corporation of the merger is Glacier Park Company.

FOURTH: That the Certificate of Incorporation of Glacier Park Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 5051 Westheimer, Suite 1400, Houston, Texas 77056.

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SIXTH: The number of authorized shares and par value thereof of the each of the foreign corporations is as follows:

<u>Name</u>	<u>No. of shares</u>	<u>Par Value</u>
Meridian Minerals Company	100,000	none
Meridian Oil Transportation Inc.	1,000	\$1.00

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

EIGHTH: That this Certificate of Merger shall be effective upon its filing with the Secretary of State of Delaware.

Dated: June 30, 1995.

GLACIER PARK COMPANY

By: 
L. David Hanower
Senior Vice President, Law

ATTEST:

By: 
Wendi S. Zerwas
Corporate Secretary

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SECRETARY OF STATE
STATE OF MONTANA



Mike Cooney
Secretary of State

Montana State Capitol
PO Box 202801
Helena, MT 59620-2801

COPY

July 3, 1995

Carol Cockrell
Meridian Oil
5051 Westheimer
Houston TX 77210-4239

FAX (713) 624-9624

RE: MERGER OF MERIDIAN
MINERALS COMPANY INTO
GLACIER PARK COMPANY
Date of Filing: June 30, 1995
Filing Number: F9535-223234

Dear Ms. Cockrell:

Attached please find a copy of the documents you recently filed with this office. The document number and filing date have been recorded on the copy I've attached. These documents serve as your certificate of filing and should be maintained in your files for future reference.

For your use the 5 certified copies are enclosed.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665....we're here to serve you!

Sincerely,

Mike Cooney

RECEIVED

AUG 01 1995

MERIDIAN OIL
Fort Worth, Texas
LAND DEPT.

Enclosure

Reception: (406) 444-2034 - Business Services Bureau: 444-3665 - Elections Bureau: 444-4732
Administrative Rules Bureau: 444-2055 - Records Management Bureau (1320 Bozeman Avenue): 444-2716
Fax: 444-3976