

ARTICLES OF MERGER
OF
DOMESTIC AND FOREIGN CORPORATIONS

STATE OF MONTANA

FILED

JUN 30 1995

SECRETARY OF STATE

AS
Pd 20

The undersigned corporations, pursuant to Section 35-1-819 of the Montana Business Corporation Act, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

Meridian Minerals Company
Glacier Park Company

Montana
Delaware

ARTICLE TWO

The laws of Delaware, the state under which Glacier Park Company is organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Glacier Park Company and it shall be governed by the laws of the State of Delaware.

ARTICLE FOUR

The Plan of Merger (the "Plan") is attached hereto as Exhibit "A".

ARTICLE FIVE

As to each corporation, the designation and the total number of shares outstanding and entitled to vote are as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u>Total No. Outstanding and Entitled to Vote</u>
Meridian Minerals Company	Common	1,000
Glacier Park Company	Common	19,053

ARTICLE SIX

As to each corporation, the number of shares of common stock voted for and against the Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Meridian Minerals Company	1,000	0
Glacier Park Company	19,053	0

ARTICLE SEVEN

All provisions of the laws of the State of Montana and the State of Delaware applicable to the proposed merger have been complied with.

ARTICLE EIGHT

It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Montana that:

- (a) Glacier Park Company, a Delaware corporation and the surviving corporation of this merger, be served with process in the State of Montana in any proceeding for the enforcement of any obligations of any corporation organized under the laws of the State of Montana which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Montana against the surviving corporation;
- (b) the Secretary of State of the State of Montana is hereby irrevocably appointed as its agent to accept service of process in any such proceeding. Copies of any process served on the Secretary of State of the State of Montana shall be directed via overnight delivery to the corporation at the following address:

Gerald J. Schissler, Executive Vice President
c/o Meridian Oil Inc.
5051 Westheimer, Suite 1400
Houston, Texas 77056


- (c) the surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Montana which are a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Montana Business Corporation Law with respect to the rights of dissenting shareholders.

Dated: June 30, 1995.

MERIDIAN MINERALS COMPANY

By: 
Gerald J. Schissler
Executive Vice President

GLACIER PARK COMPANY

By: 
L. David Hanower
Senior Vice President, Law

PLAN OF MERGER

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This PLAN OF MERGER, dated as of June 30, 1995 (the "Plan"), is between MERIDIAN MINERALS COMPANY, a Montana corporation (the "Company"), and GLACIER PARK COMPANY, a Delaware corporation ("GPC").

RECITALS

WHEREAS, the Board of Directors and the sole shareholder of each of the Company and GPC have approved the merger of the Company into GPC (the "Merger") on the terms and conditions set forth in this Plan;

NOW THEREFORE, the Company and GPC hereby agree as follows:

ARTICLE I
The Merger

Section 1.01 The Merger. Upon the terms and conditions hereof, and in accordance with the relevant provisions of Title 35 of the Montana Code Annotated (the "Code"), the Company shall be merged with and into GPC. Following the Merger, GPC shall continue as the surviving corporation (the "Surviving Corporation") and shall continue its existence under the laws of the State of Delaware, and the separate existence of the Company shall cease.

Section 1.02 Effective Time. The merger shall be consummated by filing with the Secretary of State of the State of Montana articles of merger of domestic and foreign corporations (the "Articles of Merger") in accordance with Montana Law. The Merger shall become effective at such time as the Articles of Merger are duly filed (the time the Merger becomes effective being the "Effective Time").

Section 1.03 Effect of the Merger. The Merger shall have the effects set forth in Title 35, Chapter 1-817 of the Code.

Section 1.04 Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of GPC shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

Section 1.05 Directors and Officers. The directors and officers of GPC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

Section 1.06 Conversion of Units. At the Effective Time, by virtue of the Merger and without any action on the part of the Company or GPC:

(a) each share of capital stock of the Company shall be cancelled and retired and shall cease to exist, and no payment or consideration shall be made with respect thereto; and

(b) each issued and outstanding share of capital stock of GPC shall remain outstanding and shall represent one fully paid and non-assessable share of common stock, no par value, of the Surviving Corporation.

ARTICLE II Miscellaneous

Section 2.01 Entire Agreement. This Plan constitutes the entire agreement among the parties with respect to the subject matter hereof.

Section 2.02 Governing Law. This Plan shall be governed by and construed in accordance with the substantive laws of the State of Montana regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf by its respective officers thereunto duly authorized, all as of the day and year first above written.

MERIDIAN MINERALS COMPANY

By: Gerald J. Schissler
Gerald J. Schissler
Executive Vice President

GLACIER PARK COMPANY

By: L. David Hanower
L. David Hanower
Senior Vice President, Law

State of Montana

Marc Racicot, Governor

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Department of Revenue

Mick Robinson, Director

Natural Resource and
Corporation Tax Division

June 27, 1995

MERIDIAN MINERALS COMANY

Hughes, Kellner, Sullivan & Alke

CT Corporation

406 Fuller Avenue

Helena, MT 59601

MERIDIAN MINERALS COMANY

TAX CLEARANCE CERTIFICATE

Pursuant to the provisions of Section 35-1-944, Montana Code Annotated;
this certificate is hereby issued to the above-named corporation.

The undersigned, acting on behalf of the Department of Revenue, is
satisfied from available evidence that the taxes due the State of Montana under
Title 15, Chapter 31, Montana Code Annotated, have been paid.

MICK ROBINSON, DIRECTOR
DEPARTMENT OF REVENUE
STATE OF MONTANA

SEAL

BY 
LYNN R. CHENOWETH, CHIEF
Corporate Tax Bureau

Unofficial
Copy



STATE OF MONTANA
Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of 1 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color given.

DATED: 7-27-95 Mike Courcy
BY: Mike Courcy Secretary of State