

MUD
12/28/99

01-27-2000



101250579

COVER SHEET
ONLY

Tab settings

To the Honorable Commissioner

of the attached original documents or copy thereof.

1. Name of conveying party(ies):

EXXON CORPORATION

- Individual(s)
- General Partnership
- Corporation-State - New Jersey
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies):

Name: EXXON MOBIL CORPORATION

Internal Address: Attn: Trademarks

Street Address: 5959 Las Colinas Blvd.

City: Irving State: TX ZIP: 75039

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Schedule Attached

B. Trademark registration No.(s)

See Schedule Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Exxon Mobil Corporation

Internal Address: Trademarks

Attn: Mr. Robert D. Rippe, Jr.

Street Address: 5959 Las Colinas Blvd.

City: Irving, State: TX ZIP: 75039

6. Total number of applications and registrations involved: _____

354

7. Total fee (37 CFR 3.41):..... \$ 8865.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

05-1705

(Attach duplicate copy of this page if paying by deposit account)

01/25/2000 DNGUYEN 00000007 051705 75508713

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 8825.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert D. Rippe
Name of Person Signing

Robert D. Rippe Jr
Signature

December 20, 1999
Date

Total number of pages comprising cover sheet: _____

1

TRADEMARK

Applications

Trademark	Serial No.	Filing Date
BABY BENGALS	75/508713	25-Jun-98
BACTROL	74/588921	21-Oct-94
BAYOL	75/510749	30-Jun-98
BENGAL TRADERS	75/666245	23-Mar-99
BENGAL TRADERS & DESIGN	75/666480	23-Mar-99
BENGAL TRADING POST	75/517023	10-Jul-98
CENTAUR	75/719275	02-Jul-99
CLEAR LITE	75/561646	29-Sep-98
CLEAR LITE LABEL DESIGN	75/547794	03-Sep-98
DF-2000	75/706623	17-May-99
DRIVER FRIENDLY	75/654429	05-Mar-99
DRIVER FRIENDLY	75/654432	05-Mar-99
DRIVER FRIENDLY & DESIGN	75/654431	05-Mar-99
DRIVER FRIENDLY & DESIGN	75/654433	05-Mar-99
E+1 AND DESIGN	75/495384	03-Jun-98
E+2 AND DESIGN	75/495383	03-Jun-98
E+3 AND DESIGN	75/495385	03-Jun-98
ECOLIFE	75/645270	22-Feb-99
EHC	75/699906	05-May-99
ESSO EXPRESS (STYLIZED W/ ESSO OVAL)	75/684838	19-Apr-99
ESSO EXPRESS (STYLIZED)	75/685645	19-Apr-99
ESSOAIR INTERNATIONAL	75/379026	24-Oct-97
ESSOAIR INTERNATIONAL (STYLIZED)	75/379231	24-Oct-97
ESTEREX	75/818796	8-Oct-99
EXXON ENERGY SYSTEM	75/487606	19-May-98
EXXON MOBIL	75/642665	18-Feb-99
EXXON MOBIL	75/658934	12-Mar-99
EXXON MOBIL	75/659021	12-Mar-99

Trademark	Serial No.	Filing Date
EXXON MOBIL	75/729256	15-Jun-99
EXXONMOBIL	75/768154	05-Aug-99
EXXONMOBIL	75/771282	09-Aug-99
EXXONMOBIL	75/771928	09-Aug-99
EXXTRANS	75/706629	17-May-99
FLIT	75/064330	27-Feb-96
FORMESSTIC	75/721235	04-Jun-99
HAPPY MOTORING	75/659020	12-Mar-99
HUNGRY TIGER LOGO W/ WHIMSICAL TIGER H	74/483386	27-Jan-94
HYDRAUL	75/706632	17-May-99
INFINITEC	75/681596	13-Apr-99
INTERLOCK DESIGN	75/442938	02-Mar-98
INTERLOCK DESIGN	75/442939	02-Mar-98
INTERLOCK DESIGN	75/474257	24-Apr-98
NORVA	75/666246	01-Mar-99
POLYBILT	75/050706	24-Jan-96
PRIMOL	75/510748	30-Jun-98
SUPERFLO	75/329353	23-Jul-97
SYNTURION	75/804636	21-Sept-99
TIGER EXPRESS	75/049229	26-Jan-96
TIGER SOURCE	75/517024	10-Jul-98
TIGERFONE	75/751502	15-Jul-99
TIGERMARKET (STYLIZED W/ WHIMSICAL TIGE	75/839419	2-Nov-99
TIGERMARKET LOGO (OVAL ONLY - NO WORD	75/736562	24-Jun-99
TIGERMARKET LOGO (OVAL W/ WHIMSICAL TI	75/736688	24-Jun-99
TIGERTALK	75/654430	05-Mar-99
TIGERTRACK	75/719299	02-Jul-99
ULTIMATE STICKY BUN	75/588153	13-Nov-98
VISTANEX	75/835903	29-Oct-99
WATCHDOG	75/496050	04-Jun-98

Trademark

Serial No.

Filing Date

ZOOMPH

75/508715

25-Jun-98

Registrations

Trademark	Reg. No.	Reg. Date
ACHIEVE	2024531	17-Dec-96
ACHIEVE FACTS	2076327	01-Jul-97
ACTREL	1366155	22-Oct-85
AIRWORLD	1849580	09-Aug-94
AIRWORLD PLUS EXXON EMBLEM	1854305	13-Sep-94
ALERT	315949	14-Aug-34
ALUMAZON	713046	28-Mar-61
ANDOK	310097	13-Feb-34
ARACAR	303931	13-Jun-33
ARAPEN	324745	28-May-35
AROX	315950	14-Aug-34
AVITAT	902391	10-Nov-70
AVITAT	902496	17-Nov-70
AVITAT (STYLIZED)	914728	08-Jun-71
BEACON	114684	02-Jan-17
BEACON	232598	13-Sep-27
BUSGARD	1494763	05-Jul-88
CALORIA	392535	30-Dec-41
CANTHUS	162379	12-Dec-22
CARUM	176079	13-Nov-23
CASTAN	162371	12-Dec-22
CAZAR	315585	31-Jul-34
CEKANOIC	1112957	13-Feb-79
CHEMSPHERE	870525	03-Jun-69
CO-ACT	1831722	19-Apr-94
CONTAINER DES/STRIPES/BLACK/GOLD	1259054	29-Nov-83
CONTAINER DES/STRIPES/BLUE/SILVER	1259053	29-Nov-83
COOLANOL	673343	03-Feb-59

Trademark	Reg. No.	Reg. Date
COPPCO	1783660	20-Jul-93
CORAY	307884	07-Nov-33
COREXIT	1011257	27-May-75
CYLESSTIC	782704	05-Jan-65
DE-MAR	721798	26-Sep-61
DIOL	235482	22-Nov-27
DORTAN	318951	06-Nov-34
DRAW-EX	187284	29-Jul-24
DRIVER CASH	2275039	31-Aug-99
DRUID	162378	12-Dec-22
DURA-BOND	787432	30-Mar-65
DYNAGEAR	1975159	21-May-96
ENABLE	2089797	19-Aug-97
ENCO	712759	21-Mar-61
ENMIST	874148	05-Aug-69
EPIC	314675	03-Jul-34
ESCAID	961210	19-Jun-73
ESCOMER	1290613	21-Aug-84
ESCOR	1401767	22-Jul-86
ESCORENE	1181715	15-Dec-81
ESCOREZ	691475	19-Jan-60
ESSO	176408	27-Nov-23
ESSO (NEW SCRIPT)	376515	26-Mar-40
ESSO (NEW SCRIPT)	376887	09-Apr-40
ESSO (NEW SCRIPT)	377316	30-Apr-40
ESSO (NEW SCRIPT)	377505	07-May-40
ESSO OVAL	347466	29-Jun-37
ESSO OVAL	376886	09-Apr-40
ESSO OVAL	376888	09-Apr-40
ESSO OVAL	377317	30-Apr-40

Trademark	Reg. No.	Reg. Date
ESSO OVAL (COLORS CLAIMED)	347467	29-Jun-37
ESSTIC	305436	15-Aug-33
ESTAN	315502	31-Jul-34
ESTOR	605346	03-May-55
EXACT	1796671	05-Oct-93
EXACT FACTS	1802698	02-Nov-93
EXCEED	1998520	03-Sep-96
EXX-PRINT	1525162	21-Feb-89
EXX-PRINT	1527610	07-Mar-89
EXX-RD	2082391	22-Jul-97
EXXAIRE	1665033	19-Nov-91
EXXAIRE	2017981	19-Nov-96
EXXAL	1458885	29-Sep-87
EXXAR	2177283	28-Jul-98
EXXATE	1333891	07-May-85
EXXCARE	1477211	16-Feb-88
EXXCARE	1479592	08-Mar-88
EXXCOLUB	1783805	27-Jul-93
EXXCOOL	2002462	24-Sep-96
EXXCUT	1903344	04-Jul-95
EXXELOR	1569031	05-Dec-89
EXXGARD	1376435	17-Dec-85
EXXMAR	1750963	09-Feb-93
EXXON	1081663	10-Jan-78
EXXON	1089259	11-Apr-78
EXXON	1227488	15-Feb-83
EXXON	1245136	12-Jul-83
EXXON	1409416	16-Sep-86
EXXON	1410392	23-Sep-86
EXXON	1418740	25-Nov-86

Trademark	Reg. No.	Reg. Date
EXXON	1471065	29-Dec-87
EXXON	2006823	08-Oct-96
EXXON	2065811	27-May-97
EXXON	2118458	02-Dec-97
EXXON	2232944	16-Mar-99
EXXON	884418	20-Jan-70
EXXON	884419	20-Jan-70
EXXON	884420	20-Jan-70
EXXON	885707	10-Feb-70
EXXON	902044	10-Nov-70
EXXON	902251	10-Nov-70
EXXON	902855	24-Nov-70
EXXON	904108	15-Dec-70
EXXON	909847	16-Mar-71
EXXON	909955	16-Mar-71
EXXON	919369	31-Aug-71
EXXON	919445	31-Aug-71
EXXON	919458	31-Aug-71
EXXON	930729	14-Mar-72
EXXON	934738	30-May-72
EXXON	934739	30-May-72
EXXON	934769	30-May-72
EXXON CHEMICAL EMBLEM	1970069	23-Apr-96
EXXON CHEMICAL EMBLEM	2014243	05-Nov-96
EXXON CHEMICAL EMBLEM	2065810	27-May-97
EXXON CHEMICAL EMBLEM	2131220	20-Jan-98
EXXON CHEMICAL EMBLEM	2168165	23-Jun-98
EXXON CHEMICAL EMBLEM	986674	25-Jun-74
EXXON CHEMICAL EMBLEM	986675	25-Jun-74
EXXON CHEMICAL EMBLEM	986694	25-Jun-74

Trademark	Reg. No.	Reg. Date
EXXON CHEMICAL EMBLEM	986717	25-Jun-74
EXXON CHEMICAL EMBLEM	986719	25-Jun-74
EXXON CHEMICAL EMBLEM	986723	25-Jun-74
EXXON CHEMICAL EMBLEM	987400	02-Jul-74
EXXON CHEMICAL EMBLEM	988198	16-Jul-74
EXXON CHEMICAL EMBLEM	988199	16-Jul-74
EXXON CHEMICAL EMBLEM	988671	23-Jul-74
EXXON CHEMICAL HP3	1962287	12-Mar-96
EXXON DRIVER CASH	2275041	31-Aug-99
EXXON EMBLEM	2209787	08-Dec-98
EXXON EMBLEM	956334	03-Apr-73
EXXON EMBLEM	956769	10-Apr-73
EXXON EMBLEM	968512	18-Sep-73
EXXON EMBLEM	971653	30-Oct-73
EXXON EMBLEM	995707	15-Oct-74
EXXON LP GAS AND DESIGN	2008601	15-Oct-96
EXXON SHOP	1470218	22-Dec-87
EXXON TRAVEL CLUB AND DESIGN	1977748	04-Jun-96
EXXON TRAVEL CLUB DESIGN	1417873	18-Nov-86
EXXPAR	1510568	01-Nov-88
EXXPAVE	1704235	28-Jul-92
EXXPOL	2043929	11-Mar-97
EXXPRO	1887908	04-Apr-95
EXXSOL	1333902	07-May-85
EXXSOL	2290134	02-Nov-99
EXXTRACLING	1577188	16-Jan-90
EXXTRAFLEX	1313425	08-Jan-85
EXXTRAL	1567769	28-Nov-89
EXXTRAPAK	1470663	29-Dec-87
FANOX	162375	12-Dec-22

Trademark	Reg. No.	Reg. Date
FAXAM	162373	12-Dec-22
FEBIS	162374	12-Dec-22
FENSO	315956	14-Aug-34
FIREXX	1704497	04-Aug-92
FLEXON	380861	03-Sep-40
FLEXON	715652	23-May-61
FLEXSORB	1291600	28-Aug-84
FLO-GREASE	846050	12-Mar-88
FOODREX	2079709	15-Jul-97
FORUM	162376	12-Dec-22
FRACTOL	149248	06-Dec-21
FRACTOL	394957	05-May-42
FRIGI-TREAT	1151358	21-Apr-81
GLYDEXX	1676446	25-Feb-92
HAN	621977	28-Feb-56
HAPPY CRUISING	764172	04-Feb-64
HAPPY FLYING	776057	01-Sep-64
HAPPY MOTORING	695242	29-Mar-60
HAPPY MOTORING	695327	29-Mar-60
HUMBLE	751539	25-Jun-63
HUMBLE-THERM	728749	20-Mar-62
HYJET	904545	22-Dec-70
INTERLOCK DESIGN	1384919	04-Mar-86
INTERLOCK DESIGN	1412809	14-Oct-86
INTERLOCK DESIGN	1415453	04-Nov-86
INTERLOCK DESIGN	1417079	18-Nov-86
INTERLOCK DESIGN	2014244	05-Nov-96
INTERLOCK DESIGN	2149419	07-Apr-98
IOGEAR	1808745	07-Dec-93
IOTEK	1665379	19-Nov-91

Trademark	Reg. No.	Reg. Date
ISOPAR	759480	05-Nov-63
JAYFLEX	904548	22-Dec-70
JCOST	1810624	14-Dec-93
KEEN KLEEN	711016	07-Feb-61
KUTWELL	644042	16-Apr-57
LECTOR	880330	11-Nov-69
LEXON	385201	18-Feb-41
LIDOK	866110	11-Mar-69
LUBETEXT	715476	16-May-61
LUBRILIFE	1805736	23-Nov-93
LUBRITAC	1557562	26-Sep-89
MARCOL	161305	07-Nov-22
MARKETING EXXPRESS	1468255	08-Dec-87
MILLCOT	190978	28-Oct-24
MONTEREY COAL CO. DESIGN	1368573	05-Nov-85
MULTI-MASTIC	748960	07-May-63
NAVIGATOR	2062649	29-May-97
NEBULA	316090	14-Aug-34
NORPAR	820988	27-Dec-66
NUSO	1268848	06-Mar-84
NUSO	187777	12-Aug-24
NUTO	307887	07-Nov-33
OIL DROP CHARACTER	704951	27-Sep-60
OIL DROP CHARACTER	710146	24-Jan-61
OIL DROP CHARACTER	714304	25-Apr-61
OILEX	166677	10-Apr-23
OPPERA	1961081	05-Mar-96
OPTEMA	1684948	05-May-92
ORCHEX	879780	04-Nov-69
OVALAN	740491	13-Nov-62

Trademark	Reg. No.	Reg. Date
PARABAR	1948886	16-Jan-96
PARABAR	316091	14-Aug-34
PARADYNE	642224	05-Mar-57
PARAFLOW	292295	08-Mar-32
PARAMAR	1951083	23-Jan-96
PARAMINS	1948887	16-Jan-96
PARAMINS	443958	02-May-50
PARANOX	345641	04-May-37
PARAPAK	2042309	04-Mar-97
PARAPOID	387385	13-May-41
PARAPOL	1353488	13-Aug-85
PARATAC	347624	29-Jun-37
PARATAC	678693	19-May-59
PARATEMPS	2046402	18-Mar-97
PARATORQ	2018412	19-Nov-96
PARMO	153870	28-Mar-22
PARVAN	759529	05-Nov-63
PENNEX	223202	18-Jan-27
PENOLA	162576	19-Dec-22
PETROHOL	134818	14-Sep-20
POLYBILT	1418831	02-Dec-86
POLYBILT	1947564	09-Jan-96
POLYPLEX	941277	22-Aug-72
POLYREX	1457117	15-Sep-87
PROTECTION THAT'S FAST, PROTECTION THAT	2135066	03-Feb-98
PUMP COLOR SCHEME (BLUE/WHITE)	1139149	02-Sep-80
PUMP COLOR SCHEME (RED/WHITE)	1139150	02-Sep-80
PUMP COLOR SCHEME (RED/WHITE/BLUE)	1139147	02-Sep-80
PUMP COLOR SCHEME (WHITE/RED)	1139148	02-Sep-80
PUT A TIGER IN YOUR TANK!	800907	28-Dec-65

Trademark	Reg. No.	Reg. Date
RELY ON THE TIGER	1923231	03-Oct-95
ROLUBRICANT	354380	08-Feb-38
RONEX	317495	25-Sep-34
ROXTONE	162380	12-Dec-22
RUST-BAN	360804	27-Sep-38
S O MONOGRAM (NEW STYLE)	159110	19-Sep-22
SEALITE	411334	16-Jan-45
SEALITE	435072	09-Dec-47
SGO	1893521	09-May-95
SHEAR MAGIC	1621944	13-Nov-90
SIGNATURE	1320580	19-Feb-85
SOMENTOR	923086	02-Nov-71
SOUTHWEST FOR GOOD GREASE AND DESIGN	851755	02-Jul-68
SPARTAN	265803	07-Jan-30
SPINESSTIC	888550	31-Mar-70
SPRAYMATIC	734048	10-Jul-62
SUPER SOLIDYNE	1176779	10-Nov-81
SUPERFLO	1490758	07-Jun-88
SURE-LIFE	798300	02-Nov-65
SURETT	316094	14-Aug-34
SYNACTO	958823	15-May-73
SYNESSTIC	1128134	25-Dec-79
TECHNIGRAM	329225	22-Oct-35
TEKFLAME	2030520	14-Jan-97
TELURA	307885	07-Nov-33
TERESSTIC	782705	05-Jan-65
THE BEST WAY TO GET THERE	2177279	28-Jul-98
THE LAMP	433084	23-Sep-47
THREDKOTE	626443	08-May-56
TML	1680761	24-Mar-92

Trademark	Reg. No.	Reg. Date
TRO-MAR	538259	20-Feb-51
TURN THE TIGER LOOSE	1898498	13-Jun-95
ULTRA GUARD	869507	13-May-69
ULTRA-GUARD	737760	18-Sep-62
ULTRA-SEAL	772086	30-Jun-64
UNIREX	957574	24-Apr-73
UNIVIS	162372	12-Dec-22
UNIVOLT	319614	04-Dec-34
VAN ESTAN	700142	17-Nov-64
VAR SOL	250562	11-Dec-28
VAR SOL	250866	18-Dec-28
VAR SOL	251799	15-Jan-29
VISTAFLEX	1701250	21-Jul-92
VISTALON	848432	07-May-68
VISTANEX	332118	04-Feb-36
VISTANEX	332828	25-Feb-36
VISTONE	1953086	30-Jan-96
VISTONE	314040	19-Jun-34
VISTONE	314956	17-Jul-34
WAVERLY	1259758	06-Dec-83
WAVERLY TORQUE LUBE-A	1259757	06-Jun-83
WHIMSICAL TIGER HEAD	799417	30-Nov-65
WYROL	150122	27-Dec-21
WYROL	154393	11-Apr-22
XCL-12	1441667	09-Jun-87
ZERICE	307886	07-Nov-33
ZERO-MAR	316099	14-Aug-34

Amended
FILED

**CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
EXXON CORPORATION**

NOV 29 1999

State Treasurer

EXXON CORPORATION, a corporation organized under the laws of the State of New Jersey, to amend its Restated Certificate of Incorporation in accordance with Section 14A:9-2(4) of the New Jersey Business Corporation Act, hereby certifies:

FIRST. The name of the corporation is EXXON CORPORATION (hereinafter the "Corporation").

SECOND. The Restated Certificate of Incorporation of the Corporation is amended as follows:

A. Article **FIRST** of the Restated Certificate of Incorporation is amended to read in its entirety as follows:

FIRST. The name of the corporation is:

EXXON MOBIL CORPORATION

provided, however, that the name of the corporation shall be as so set forth above upon the effectiveness of the Certificate of Merger of Lion Acquisition Subsidiary Corporation with and into Mobil Corporation filed in the office of the Secretary of State of the State of Delaware on or before June 30, 2000, and further provided, that until such Certificate of Merger is so effective or in the event such Certificate of Merger does not become effective by such date, the name of the corporation shall be **EXXON CORPORATION**.

B. The first paragraph of Article **FOURTH** of the Restated Certificate of Incorporation is amended to read in its entirety as follows:

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is four billion seven hundred million (4,700,000,000) shares, divided into two hundred million (200,000,000) shares of preferred stock without par value and four billion five hundred million (4,500,000,000) shares of common stock without par value provided, however, that the aggregate number of shares which the corporation shall have authority to issue shall be as so set forth above upon the effectiveness of the Certificate of Merger of Lion Acquisition Subsidiary Corporation with and into Mobil Corporation filed in the office of the Secretary of State of the State of Delaware on or before June 30, 2000, and further provided, that until such Certificate of Merger is so effective or in the event such Certificate of Merger does not become effective by such date, the aggregate number of shares which the corporation shall have authority to issue is three billion two hundred million

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379 379 4100

(3,200,000,000) shares, divided into two hundred million (200,000,000) shares of preferred stock without par value and three billion (3,000,000,000) shares of common stock without par value.

THIRD. The foregoing amendments to the Restated Certificate of Incorporation were approved by the board of directors and thereafter duly adopted by the shareholders of the Corporation on the 27th day of May, 1999.

FOURTH. The number of shares of common and Class A preferred stock entitled to vote for the amendments, voting together, and the number of shares voted for and against the amendments were as follows:

	Shares Entitled To Vote	Number of Shares Voted For Amendments	Number of Shares Voted Against Amendments
Common Stock	2,427,932,527	1,790,862,980	12,941,270
Class A Preferred Stock (2 votes per share)	1,534,044	1,534,044	None

FIFTH. This Certificate of Amendment shall become effective upon filing.

Dated this 27th day of November, 1999.

EXXON CORPORATION

By: L. R. Raymond
L. R. Raymond
Chairman of the Board

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

EXXON MOBIL CORPORATION

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate of Amendment as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of December, 1999

A handwritten signature in black ink, which reads 'Roland M Machold'.

Roland M Machold
Treasurer

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"LION ACQUISITION SUBSIDIARY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MOBIL CORPORATION" UNDER THE NAME OF "MOBIL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 12:55 O'CLOCK P.M.



0821844 8100M

991528768

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0131607

DATE: 12-10-99

TRADEMARK
REEL: 002008 FRAME: 0674

**CERTIFICATE OF MERGER
OF
LION ACQUISITION SUBSIDIARY CORPORATION
INTO
MOBIL CORPORATION**

**Pursuant to Section 251 of the
Delaware General Corporation Law**

Mobil Corporation, a Delaware corporation, which desires to merge with Lion Acquisition Subsidiary Corporation, a Delaware corporation, hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lion Acquisition Subsidiary Corporation	Delaware
Mobil Corporation	Delaware

SECOND: The Agreement and Plan of Merger dated as of December 1, 1998 (the "**Merger Agreement**"), among Exxon Corporation and each of the constituent corporations relating to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: Mobil Corporation is the surviving corporation of the merger.

FOURTH: The merger shall be effective as of the time of the filing of this Certificate.

FIFTH: The Certificate of Incorporation of Mobil Corporation shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, 3225 Gallows Road, Fairfax, Virginia 22307-0001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:55 PM 11/30/1999
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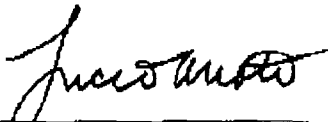
**TRADEMARK
REEL: 002008 FRAME: 0675**

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

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its authorized officers.

Dated: November 30, 1999

MOBIL CORPORATION

By: 
Name: Lucio A. Noto
Title: Chairman and Chief Executive Officer