

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL
SECRETARY
FRANKFORT, KENTUCKY

CERTIFICATE

I, THELMA L. STOVALL, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

Articles of amendment to the articles of incorporation of ASHLAND OIL, INC., filed December 1st, 1971.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 26TH day of

JANUARY, 19 72

Thelma L. Stovall
Secretary of State, Commonwealth of Kentucky

By _____
Assistant Secretary of State

ASHLAND OIL, INC.

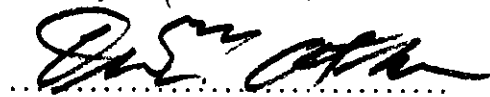
**AMENDMENT TO CERTIFICATE AND STATEMENT IN RESPECT OF
RESOLUTION ESTABLISHING AND DESIGNATING CUMULATIVE PRE-
FERRED STOCK, \$2.40 (\$2.20 THROUGH SEPTEMBER 15, 1975)
CONVERTIBLE SERIES OF 1970, AND FIXING AND DETERMINING
THE MAXIMUM NUMBER OF SHARES TO BE ISSUABLE AND
OUTSTANDING**

KNOW ALL MEN BY THESE PRESENTS, that ORIN E. ATKINS, as President, and JOHN P. WARD, as Deputy Secretary, of ASHLAND OIL, INC., a Kentucky corporation (herein called the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company duly called and held in accordance with law and the By-laws of the Company on July 21, 1971, the following resolution amending the original resolution establishing and designating the \$2.40 (\$2.20 through September 15, 1975) Convertible Series of 1970 of the Cumulative Preferred Stock of the Company was duly adopted to reflect an increase in the number of shares of such series which shall hereafter be issuable and outstanding:

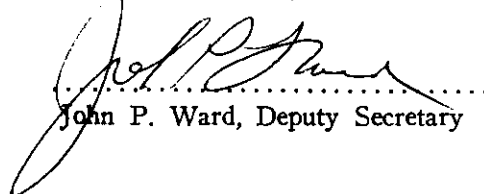
RESOLVED, that, pursuant to the authority expressly vested in the Board of Directors by the Company's Restated Articles of Incorporation, and pursuant to the right reserved in the resolution adopted by the Board of Directors of the Company on August 3, 1970, establishing and designating the \$2.40 (\$2.20 through September 15, 1975) Convertible Series of 1970 of the Cumulative Preferred Stock of the Company, Section I of that resolution be, and it hereby is, further amended to read in full as follows:

I. *Designation of Series and Maximum Number of Shares to be Issuable and Outstanding.* This series of the Cumulative Preferred Stock shall be designated "Cumulative Preferred Stock, \$2.40 (\$2.20 through September 15, 1975) Convertible Series of 1970" (herein called the \$2.40 Series of 1970"), of which not more than 1,510,000 shares shall hereafter be issuable and outstanding at any one time.

IN TESTIMONY WHEREOF, witness our signatures this 19th day of November, 1971.



Orin E. Atkins, President



John P. Ward, Deputy Secretary

STATE OF KENTUCKY }
COUNTY OF GREENUP } ss.:

I, VERNA M. BISHOP, a Notary Public, in and for said State at Large, do hereby certify that the foregoing Amendment to Certificate and Statement in Respect of Resolution of Ashland Oil, Inc., a Kentucky corporation, on this day produced before me in said County and acknowledged and delivered by Orin E. Atkins and John P. Ward, the President and Deputy Secretary, respectively, of Ashland Oil, Inc., to be their act and deed and the act and deed of said corporation.

WITNESS my signature and seal of office this 18th day of November, 1971.

My commission expires February 7, 1972.

Verna M. Bishop
Notary Public
Greenup County, Kentucky
State of Kentucky at Large

PREPARED BY JOHN P. WARD
1409 WINCHESTER AVE., ASHLAND, KY.

John P. Ward

No. 274436	
INDEXED FOR RECORD	
On file	6 day Dec
1971	2:00
In	act of
No. 18	362

ORIGINAL COPY
FILED AND RECORDED

Tenneth A. Harper

DEC 1 1971

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY *Kila Bond*
ASSISTANT SECRETARY OF STATE