

ARTICLES OF AMENDMENT

In compliance with the requirements of Section 806 of the Pennsylvania Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended, GULF OIL CORPORATION, desiring to amend its Restated Articles of Incorporation, hereby certifies, under its corporate seal:

1. That its name is GULF OIL CORPORATION and that the location of its registered office in this Commonwealth is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Allegheny County, Pennsylvania 15230.

2. That it is a Corporation formed under the provisions of the Act of April 29, 1874, P.L. 73, as amended, that it was incorporated under the provisions of that Act on August 9, 1922, and that it currently exists under the provisions of the Pennsylvania Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended.

3. (a) That at a meeting of the Board of Directors of the Corporation held on January 15, 1980, a resolution was adopted directing that there be submitted to the shareholders of the Corporation for their approval a resolution proposing that the Corporation's Restated Articles of Incorporation be amended to authorize the issuance of 100,000,000 shares of Preferred Stock and to redesignate the present Capital Stock as Common Stock.

(b) That the resolution proposing that the Corporation's Restated Articles of Incorporation be amended to authorize the issuance of 100,000,000 shares of Preferred Stock and to redesignate the present Capital Stock as Common Stock was adopted by the shareholders of the Corporation at a meeting held on April 29, 1980, at 10:30 o'clock A.M., at Heinz Hall, 600 Penn Avenue, Pittsburgh, Pennsylvania pursuant to written notice to the shareholders deposited in the United States Mail fifty (50) days prior to the date of such meeting.

4. That at the time of the meeting of the shareholders on April 29, 1980, 195,082,575 shares of the Capital Stock of the Corporation were issued and outstanding and entitled to vote on the resolution proposing that the Corporation's Restated Articles of Incorporation be amended to authorize the issuance of 100,000,000 shares of Preferred Stock and to redesignate the present Capital Stock as Common Stock.

5. That at said meeting 122,610,985 shares were voted in favor of the resolution amending the Restated Articles of Incorporation in the manner hereinafter set forth and 6,495,767 shares were voted against the said resolution.

Filed this 7th day of May, 1980.
Department of State
Corporation Bureau

William P. Davis
Secretary of the Commonwealth

6. That Article Sixth of the Restated Articles of Incorporation of GULF OIL CORPORATION, as amended by the resolution adopted by the shareholders, is as follows:

"SIXTH: The aggregate number of shares of all classes of Capital Stock which the Corporation shall have authority to issue is four hundred million (400,000,000) shares of which one hundred million (100,000,000) shares shall be Preferred Stock, without par value, issuable in one or more series, and three hundred million (300,000,000) shares shall be Common Stock, without par value.

Each share of the Corporation's Capital Stock, without par value, outstanding, or held in the treasury of the Corporation, on the date on which the Articles of Amendment are filed with the Secretary of the Commonwealth of Pennsylvania shall be deemed to be one share of Common Stock, without par value.

The Board of Directors of the Corporation is hereby expressly authorized, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to issue from time to time in whole or in part the shares of any such series, and in the resolution or resolutions providing for the issue of shares of a particular series to fix and determine the voting rights, which may be full, limited, multiple, fractional or none, designations, preferences, qualifications, privileges, limitations, options, conversion rights, restrictions and special or relative rights of the series that may be desired, to the fullest extent now or hereafter permitted by the laws of the Commonwealth of Pennsylvania; subject, in the case of preferential amounts payable in the event of involuntary liquidation, to the limitation set forth in the next paragraph of this Article Sixth.

In the resolution or resolutions providing for the issue of shares of a series of Preferred Stock, the Board of Directors may fix and determine a preferential amount payable upon such shares in the event of the involuntary liquidation of the Corporation, provided that, at the time of the adoption of such resolution or resolutions, the aggregate preferential amount (excluding accrued unpaid dividends) payable, in the event of involuntary liquidation of the Corporation, pursuant to the terms of shares of Preferred Stock (including the shares proposed to be issued pursuant to such resolution or resolutions but excluding cancelled shares) for which such amount is fixed shall not exceed twenty-five percent of the sum of preferred stock, common stock, capital surplus and earned surplus, less treasury shares, of the Corporation determined on a consolidated

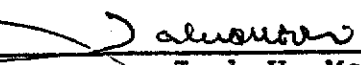
basis, as reflected on the most recent year-end consolidated balance sheet of the Corporation and its Consolidated Subsidiaries which has been certified by the principal accounting officer of the Corporation, adjusted to reflect any changes in preferred stock, common stock, capital surplus and treasury shares since the date of such balance sheet, including the proposed issue of such shares of Preferred Stock pursuant to such resolution or resolutions.

Except for and subject to those rights expressly granted to the holders of Preferred Stock, or any series thereof, pursuant to the authority hereby vested in the Board of Directors or except as may be provided by the laws of the Commonwealth of Pennsylvania, the holders of Common Stock shall have exclusively all rights of shareholders."

IN TESTIMONY WHEREOF, Gulf Oil Corporation has caused these Articles of Amendment to be signed by one of its Vice Presidents and its Secretary and its corporate seal, duly attested by its Assistant Secretary, to be hereunto affixed this 30th day of April, 1980.

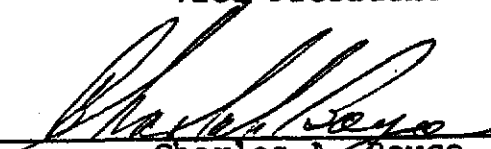
GULF OIL CORPORATION

By



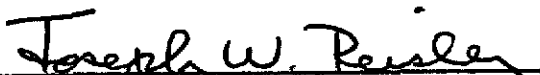
Jack H. Morris
Vice President

By



Charles A. Boyce
Secretary

ATTEST:



Joseph W. Reisler
Assistant Secretary

Commonwealth of Pennsylvania



May 12, 1980

To All to Whom These Presents Shall Come: Greeting:

IN RE: "GULF OIL CORPORATION"

I, WILLIAM R. DAVIS, Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment Restating the Articles of Incorporation in their entirety which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

William R. Davis

Secretary of the Commonwealth
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