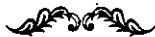


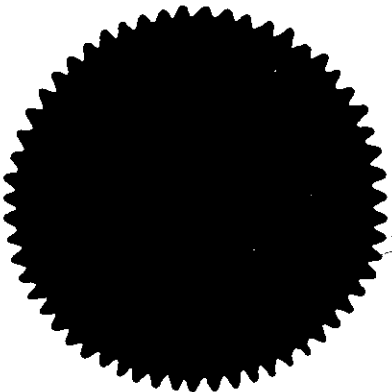
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Composite Certificate of Incorporation of the "PHILLIPS PETROLEUM COMPANY", as
 received and filed in this office the ninth day of May, A.D. 1977, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *ninth* _____ *day*
of _____ *May* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-seven.*



Glenn C. Kenton

Secretary of State

W. B. Biddle

Assistant Secretary of State

COMPOSITE
CERTIFICATE OF INCORPORATION
OF
PHILLIPS PETROLEUM COMPANY

WE, THE UNDERSIGNED, being associated to establish a corporation for the purposes hereinafter set forth, under the General Corporation Laws of the State of Delaware, do hereby make and file a certificate of incorporation in writing certifying:

FIRST: The name of the corporation is PHILLIPS PETROLEUM COMPANY.

SECOND: The principal office of the corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware; and the name of its resident agent is UNITED STATES CORPORATION COMPANY.

THIRD: The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on, are:

(a) To carry on the business of buying, selling, or otherwise acquiring, taking, owning, holding, developing, leasing, managing, manufacturing, importing and exporting, utilizing, marketing, trading, dealing in, and otherwise turning to account, any and all kinds and grades of oil and gas, petroleum, asphalt, bitumen and bituminous substances of all kinds, carbon and hydrocarbon products, and any and all elements, constituents, products, by-products, compounds, blends and combinations thereof;

(b) To purchase, take, hold, own, lease, exchange, or otherwise acquire, and to develop, sell, mortgage, let and deal in gas-bearing, oil-bearing and other mineral-bearing properties, leases, mines, wells and rights, and any and all interest whatsoever therein or thereto, and to engage in the business of producing, mining and selling gas, oil and other minerals;

(c) To purchase, obtain by contract or concession, or otherwise acquire, take, hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, deal in, convey, or otherwise dispose of, any and all lands, real estate, leases, concessions, licenses, immunities, powers, privileges, grants, rights, land patents, franchises, deposits, wells, mines, quarries, locations, claims, easements, tenements, hereditaments and interests, of every description and nature whatsoever;

(d) In connection with and incidental to any of the foregoing, to purchase, or otherwise acquire, take, own, hold, mortgage, pledge, create liens upon, convey, sell, lease, enjoy, or otherwise turn to account, assign and transfer, and to invest, trade and deal in goods, wares and merchandise and real and personal property, and to exercise any and all powers connected with or relating to each and every of the foregoing businesses;

(e) To construct, build, purchase, lease, or otherwise acquire, take, own, hold, equip, improve, develop, maintain, manage, control, operate, mortgage, create liens upon, deal in, and otherwise dispose of and turn to account, any and all kinds of plants, works, factories, buildings, structures, stores, storehouses, warehouses, houses, extracting plants, waterworks and plants, tanks, reservoirs, containers, pumps, stills, condensers, absorbers, tubes, engines, boilers, turbines, generators, converters, machines and machinery of all kinds, electrical and otherwise, switchboards, meters and all kinds of measuring devices, tools, implements, equipment, apparatus and things or property, real or personal, of every kind and description, cars, tank cars, tanks, pipe lines, transmission lines, distribution lines and plants, mains, pipes, conduits, ducts, services, pumping and compressing stations, terminals, storage plants and equipment, systems, vehicles, however propelled, ships, docks, boats, barges, floats, vessels and craft of any and all kinds, however operated or propelled, docks, wharves, drydocks, repair shops, elevators, piers and any and all facilities, connections, installations, appliances, apparatus, appurtenances, things or property, real and personal, of every kind and description connected with, incidental to, necessary, suitable, useful, convenient or appertaining to the producing, drilling for, mining, manufacturing, buying, acquiring, securing, transporting, refining, reducing, condensing, evaporating, vaporizing, blending, analyzing, compressing, liquifying, absorbing, cracking, extracting, separating, purifying, combining, mixing, marketing, utilizing, dealing in, storing, or otherwise disposing of and turning to account, oil of any and all kinds and grades, gas, either natural or artificial, gasoline, naptha, alcohol, benzine, kerosene, carbon and hydrocarbon products, nitrates, petroleum, asphalt, bitumen and bituminous substances of all kinds, and the elements, constituents, products and by-products, mixtures, combinations and blends thereof, and for any of the purposes enumerated in this certificate;

(f) To apply for, obtain, register, purchase, lease, acquire, secure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in and turn to account letters patent, patents, patent rights, patents applied for or to be applied for, trade marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, processes, data, formulae of any and all kinds granted by or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever;

(g) To acquire all or any part of the good will, rights, property and business of any person, firm, association, heretofore or hereafter engaged in any business similar to the business of this corporation, and to pay for the same in cash or

in stock or bonds of this corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole, or any part of the rights and property so acquired, and to assume in connection therewith, any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner and in any country, state or locality herein enumerated, the whole or any part of the business thus acquired, provided such business is within the authorization of the General Corporation Laws of the State of Delaware;

(h) To purchase, own, hold, sell, assign, transfer, mortgage, pledge, create liens upon, or otherwise dispose of, so far as may be done under the laws of the State of Delaware, any of the shares of the capital stock of, or any bonds, debentures, notes, securities or other evidences of indebtedness, created, issued or incurred by any public, municipal, quasi public or private corporations or associations, wherever organized or created, and as owner thereof to exercise all rights, powers and privileges of ownership, including the right to vote upon any stock thus owned; and to aid in any manner which shall be lawful any corporation or association of which any bonds, stocks or other securities or evidences of indebtedness shall be held by this corporation, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness;

(i) To have one or more offices and to carry on any and all of its businesses and operations without restriction or limit as to amount, either within or without the State of Delaware, in the other states, the District of Columbia, the territories, colonies and dependencies of the United States of America, and in all or any foreign countries or in any part of the world;

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, both in this State and throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with said businesses or powers, or any part thereof, if not inconsistent with the laws under which this corporation is organized;

(k) It is declared that the objects and powers specified in the various paragraphs contained in this clause shall be in no wise limited or restricted by reference to or inference from the terms of any other of the paragraphs of this or any other clause of this certificate of incorporation.

FOURTH: The total number of shares authorized to be issued by this corporation is Two Hundred Million (200,000,000), all of which shall be common stock having par value of \$1.25 a share.

Each issued share of \$2.50 par value common stock of the corporation, including each such share held by the corporation as treasury stock, is changed and reclassified into two shares of common stock of \$1.25 par value each, without increasing,

decreasing or otherwise changing the capital or surplus of the corporation.

FIFTH: The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed by each are as follows:

NAME	RESIDENCE	NO. OF SHARES
JAMES M. SATTERFIELD	DOVER, DELAWARE	4
L. B. PHILLIPS	DOVER, DELAWARE	3
J. B. BAILEY	DOVER, DELAWARE	3

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The provisions which the incorporators hereby insert in the certificate of incorporation of the corporation for the regulation of the business and for the conduct of the affairs of the corporation and creating, defining, limiting and regulating the powers thereof and of the directors and stockholders, the same being in furtherance of and in addition to, and not in limitation of the powers now or hereafter conferred by the present or any future law or laws of the State of Delaware are as follows:

1. The number of directors of the corporation, none of whom need be a stockholder, shall be fixed and may be altered from time to time as may be provided by the By-Laws; and in case of any increase in the number of directors, the additional directors shall be elected as provided by the By-Laws;
2. The board of directors shall have power to fix the amount of the accumulated profits of this corporation to be reserved as working capital, or for any other lawful purpose, prior to the declaration of any dividend upon the corporation's stock;
3. The corporation shall have power, acting through its board of directors, except that in cases where the action of the stockholders shall be required by statute or this certificate of incorporation, such action shall also be obtained,

- (a) The board of directors shall have power to issue its stocks, bonds, or other obligations, from time to time, for such consideration as may be fixed, from time to time, by the board of directors;
- (b) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness, whether secured by mortgage, pledge or otherwise, and to secure the same by mortgage, pledge or otherwise of all or any part of its property or assets; and generally to make and perform agreements and contracts of every kind and description;
- (c) The stockholders of this corporation shall have power to make, alter, amend and repeal the By-Laws of this corporation in whole or in part by majority vote of the stockholders at any annual meeting or special meeting called for that purpose, and the board of directors shall have power to make, alter, amend and repeal in whole or in part the By-Laws of this corporation at any regular or special meeting of the board of directors, except those By-Laws adopted by the stockholders of this corporation;
- (d) To guarantee the payment of dividends or the principal and interest on the property, stocks, bonds, debentures, or other securities issued by or the performance of any other contract or obligation of any other person, corporation, association or partnership whatsoever, so far as the same is not contrary to law, whenever, in the judgment of the board of directors or executive committee, it shall be necessary or proper for the business of the corporation or in the furtherance of its interest so to do;
- (e) The board of directors shall have power, from time to time, to appoint an executive committee consisting of two or more of their number, which committee shall for the time being, as may be provided in a resolution of the board of directors, or in the By-Laws of this corporation, have or exercise any and all of the powers of the board of directors in the management of the business and affairs of this corporation;
- (f) Both the stockholders and directors shall have power to hold their meetings either within or without the State of Delaware; and to keep the books, documents and records of this corporation, except as may be otherwise required by the laws of this State, outside of the State of Delaware;
- (g) The board of directors shall have power to determine, from time to time, whether and to what extent and under what conditions and regulations the accounts, books and records of this corporation, other than as may be provided by the laws of Delaware, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of this corporation, except as conferred by the Statutes of the State of Delaware, unless and until authorized to do so by a resolution of the directors or stockholders of this corporation;
- (h) The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are subject to this reserved power;

- (i) The directors and officers of this corporation may be directors and officers in other corporations, and transactions and contracts of this corporation with said other corporations shall not be affected by the fact that the officers hereof are interested in or are directors or officers of such other corporation or corporations;
- (j) This corporation shall have the power to procure itself to be licensed or organized in any state or subdivision thereof of the United States, the District of Columbia, the territories, colonies or possessions of the United States, and in any foreign country.

NINTH: No holder of any security of the corporation now or hereafter authorized shall have any right as such holder to subscribe for, purchase or otherwise acquire any other or additional security of the corporation whether now or hereafter authorized, unissued or issued and thereafter acquired by the corporation; provided, any such right as is outstanding on April 28, 1970, and was created or granted pursuant to an express authorization of the Board of Directors and/or the stockholders of the corporation shall be unaffected by the provisions of this Article; and, provided further, the Board of Directors may, in its sole and absolute discretion, at any time and from time to time, by expressly so doing, create any such right upon such terms and conditions and with such limitations and restrictions as it considers appropriate, in which event the holders of securities of the corporation shall have such rights, but only such rights, as have been expressly so created. As used above, the word "security" includes any and all rights or interests in or arising out of any type, class or series of any shares of capital stock in the corporation or any warrant, option, conversion privilege, or other right to subscribe to, purchase, convert into, exchange for or otherwise acquire any such rights or interests in or arising out of such shares.

IN WITNESS WHEREOF, we the undersigned, being each of the original subscribers to the capital stock as hereinbefore specified, the said shares of which we respectfully agree to take, do hereby make and file this certificate, and accordingly have hereunto set our hands and seal on the 13th day of June, 1917.

IN THE PRESENCE OF:

EDWIN F. WOOD

as to all.

JAMES M. SATTERFIELD (L.S.)

L. B. PHILLIPS (L.S.)

J. B. BAILEY (L.S.)

STATE OF DELAWARE)
) SS:
COUNTY OF KENT)

BE IT REMEMBERED, that on this thirteenth day of June, 1917, personally came before me, the subscriber and Notary Public in and for the County and State aforesaid, JAMES M. SATTERFIELD, L. B. PHILLIPS AND J. B. BAILEY, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

EDWIN F. WOOD

Notary Public

EDWIN F. WOOD
NOTARY PUBLIC
APPOINTED MARCH 13, 1917
FOR FOUR YEARS
DELAWARE.

C E R T I F I C A T E

Pursuant to the provisions of Section 246 of the General Corporation Law of Delaware, Phillips Petroleum Company, a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies that the filing and recording of the foregoing Composite Certificate of Incorporation of the corporation have been duly authorized by the corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed and its corporate seal to be hereunto affixed by its duly authorized officers this 27th day of April, 1977.

PHILLIPS PETROLEUM COMPANY

ATTEST: PHILLIPS PETROLEUM COMPANY
DELAWARE
1917

HARVEY W. THOMPSON
Secretary

By LLOYD G. MINTER
Senior Vice President

CA

STATE OF OKLAHOMA)
) ss.
COUNTY OF WASHINGTON)

BE IT REMEMBERED that on this 27th day of April, 1977, before me, Dorothy D. Page, a Notary Public in and for the County and State aforesaid, personally came Lloyd G. Minter, Senior Vice President of Phillips Petroleum Company, a corporation of the State of Delaware, maker of the foregoing Certificate, known to me personally to be such, and acknowledged the execution of said Certificate to be his own act and deed, and the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

DOROTHY D. PAGE
NOTARY PUBLIC
IN AND FOR STATE OF
OKLAHOMA
BARTLESVILLE, OKLAHOMA

DOROTHY D. PAGE
Notary Public, State of Oklahoma
My Commission Expires May 19, 1980.