

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PHILLIPS PETROLEUM COMPANY

(Adopted in accordance with the provisions of Section 26, of Chapter
65 of the Revised Code, as amended, of the State of Delaware.)

We, K. S. Adams, President, and B. F. Stradley, Secretary, of Phillips Petroleum Company, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said corporation as follows:

First: That it appears by the certificate of R. L. Foster and R. B. F. Hummer, the judges who were duly appointed by the stockholders of the corporation at a meeting duly called in accordance with the By-Laws and the Laws of the State of Delaware and held on the 26th day of April, 1949, at ten o'clock in the forenoon, to conduct the vote of the stockholders for and against a proposed amendment to its Certificate of Incorporation, as amended, that the persons or bodies corporate holding 4,186,467 shares of the capital stock of the corporation, constituting not less than a majority of the issued and outstanding capital stock of the corporation, voted in favor of such amendment; that 90,120 shares of the capital stock voted against the proposed amendment.

Second: That the following is a true and correct copy of the amended Article number FOURTH of the Certificate of Incorporation as it was adopted at the stockholders meeting as aforesaid:

FOURTH: The total number of shares authorized to be issued by this corporation is TEN MILLION (10,000,000), all of which shall be common stock without nominal or par value.

The corporation will commence business with a minimum amount of ONE THOUSAND DOLLARS (\$1,000.00).

Third: That such amendment has been duly adopted in accordance with the provisions of Section 26, of Chapter 65, of the Revised Code, as amended, of the State of Delaware, and that the capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, We, K. S. Adams, President, and B. F. Stradley, Secretary, of Phillips Petroleum Company, have signed this certificate and caused the corporate seal of the corporation to be hereunto affixed this 29th day of April, 1949.

PHILLIPS PETROLEUM COMPANY*
DELAWARE *
1917 *

K. S. ADAMS

President

B. F. STRADLEY

Secretary

STATE OF OKLAHOMA)
WASHINGTON COUNTY) SS:

BE IT REMEMBERED, that on this 29th day of April, 1949, personally came before me, B. J. Fournier, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgment or proof of deeds, K. S. Adams, President of Phillips Petroleum Company, a corporation of the State of Delaware, the corporation described in the foregoing certificate, known to me personally to be such, and he, the said K. S. Adams, as such President, duly executed said certificate before me, and acknowledged the said certificate to be his act and deed and made on behalf of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and of the Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging, and delivering the said certificate was duly authorized by the stockholders of said corporation.

In Witness Whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

B. J. FOURNIER

Notary Public

My Commission expires September 9, 1952.

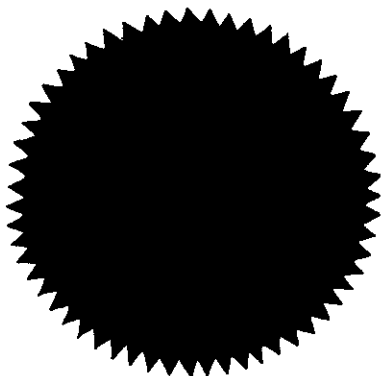
* * * * *
B. J. FOURNIER *
BARTLESVILLE OKLAHOMA *
NOTARY PUBLIC IN AND *
FOR STATE OF OKLAHOMA *
* * * * *



Office of Secretary of State.

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of the "PHILLIPS PETROLEUM COMPANY", as
received and filed in this office the tenth day of May, A.D. 1949,
at 10 o'clock A.M.

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



Harris B. McDowell, Jr.
Secretary of State.