

Commonwealth of Pennsylvania



September 25, 1968

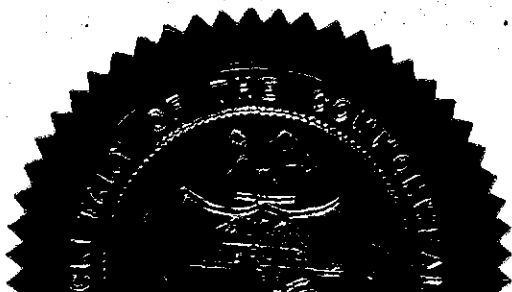
TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

IN RE: "GULF OIL CORPORATION"

I, JOSEPH J. KELLEY, JR., 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 and
Certificate of Amendment

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.



Joseph J. Kelley, Jr.

3-1-68.29 787

DSCB-48 (SM-5-66)

Articles
of
Amendment

Commonwealth of Pennsylvania
Department of State
Corporation Bureau

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

GULF OIL CORPORATION

2. The location of its registered office is:

Gulf Building, Pittsburgh, Pennsylvania

3. The corporation was formed under the Act of April 29, 1874 P.L. 73, as amended

4. Its date of incorporation is: August 9, 1922

5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 17th day of September, 1968.

Place: Carnegie Music Hall, 4400 Forbes Avenue, Pittsburgh, Pennsylvania

Kind and period of notice: Written notice given 30 days prior to the date of meeting

~~(b) The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.~~

6. At the time of the action of the shareholders:

(a) The total number of shares outstanding was: 105,876,923

(b) The number of shares entitled to vote was: 103,810,077

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was: **

92,423,724

(b) The number of shares voted against the amendment was: **

116,809

8. The amendment adopted by the shareholders, set forth in full, follows:

RESOLVED, That Article 7th of the Articles of Incorporation be and the same is hereby amended so as to read as follows:

"7th. The aggregate number of shares which the Corporation shall have authority to issue is 300,000,000 shares of Capital Stock without par value."

RESOLVED FURTHER, That each share of Capital Stock of the par value of \$8.33 1/3 issued and outstanding or held in the treasury of the Corporation is hereby reclassified and changed into two fully paid and non-assessable shares of Capital Stock without par value, without any change in the aggregate amount of stated capital applicable to the issued shares.

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its ~~President~~ ^{SENIOR} Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 17th day of September, 1968.

GULF OIL CORPORATION

By: W. W. Adams

(President or Vice President)

W. W. Adams, Senior Vice President

Attest:

Russell C. Connolly
(Secretary or Treasurer)
Russell C. Connolly, Secretary

(CORPORATE)
(SEAL)

3-1-68.29 789

Commonwealth of Pennsylvania



Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

GULF OIL CORPORATION

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.