

State of Delaware



Office of Secretary of State.

I, Eugene Bunting, 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 twenty-ninth day of April,
A.D. 1970, at 8 o'clock A.M.

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

Eugene Bunting

Secretary of State

R. H. Caldwell

Ass't Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PHILLIPS PETROLEUM COMPANY

* * * * *

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware.

* * * * *

WE, Wm. J. Zeman, Vice President, and Harvey W. Thompson, Assistant 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:

1. That a new Article, designated as NINTH, has been added to the Certificate of Incorporation of said corporation providing as follows:

"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 of 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."

2. That such amendment has been duly adopted by the affirmative vote of the holders of a majority of the stock entitled to vote and in accordance with the provisions of Section 242 of the General Corporation Law 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 have signed this certificate and caused the corporate seal of the corporation to be hereunto affixed this 28th day of April, 1970.

WM. J. ZEMAN
Vice President

ATTEST: PHILLIPS PETROLEUM COMPANY
DELAWARE
1917

HARVEY W. THOMPSON
Assistant Secretary

STATE OF OKLAHOMA)
)
) ss.:
COUNTY OF WASHINGTON)

BE IT REMEMBERED that on this 28th day of April, 1970,
personally came before me, Dorothy D. Page, a Notary Public in
and for the County and State aforesaid, Wm. J. Zeman, Vice
President of Phillips Petroleum Company and a party to the fore-
going certificate of amendment, known to me personally to be
such, and he duly acknowledged the said certificate to be his
act and deed and that said act and deed was done and made on
behalf of said corporation, and that the facts therein stated
are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
of office the day and year aforesaid.

DOROTHY D. PAGE

Notary Public, State of Oklahoma
My commission expires May 19, 1972.

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