

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

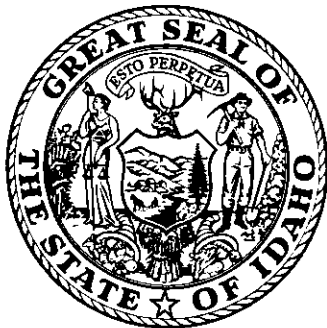
PHILLIPS COMMUNICATIONS, INC.

File Number C 35675

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **PHILLIPS COMMUNICATIONS, INC.** to **CONOCOPHILLIPS COMMUNICATIONS INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: August 20, 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

2004 AUG 20 PM 12:27

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: JULY 29, 1964, authorizing it to transact business in the State of Idaho under the name of:
PHILLIPS COMMUNICATIONS, INC.
2. Its corporate name has been changed to: CONOCOPHILLIPS COMMUNICATIONS INC.
3. The name which it shall use hereafter in the State of Idaho is:
CONOCOPHILLIPS COMMUNICATIONS INC.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: N/A

Dated: AUGUST 5, 2004 Corporation Name: CONOCOPHILLIPS COMMUNICATIONS INC.

Signature: Michael A. Gist

Typed Name: MICHAEL A. GIST

Capacity: SECRETARY

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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amended cert of authority.p65
Revised 07/2002

IDAHO SECRETARY OF STATE
08/20/2004 05:00
CX: 204570 CT: 74104 BH: 761972
1 @ 30.00 = 30.00 AMEND CERT # 2

C 35675

Delaware

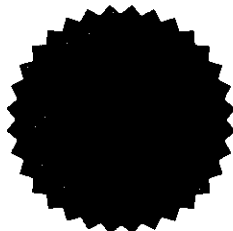
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PHILLIPS COMMUNICATIONS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "CONOCOPHILLIPS COMMUNICATIONS INC.", THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2003, AT 11 O'CLOCK A.M.

0613120 8320

040606799



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3304125

DATE: 08-19-04