

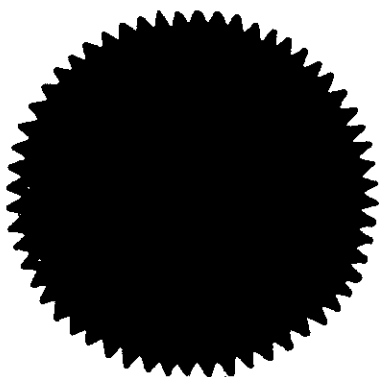
State of Delaware



Office of Secretary of State.

I, George J. Schulz, 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 fifth day of May, A.D. 1960,
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 _____ *sixty.*



George J. Schulz

Secretary of State

W.D. Tomlinson

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, RAYBURN L. FOSTER, Vice President and R. E. ARNOLD, 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 Article FOURTH of the Certificate of Incorporation of Phillips Petroleum Company has been amended to read as follows:

"FOURTH: The total number of shares authorized to be issued by this corporation is Fifty Million (50,000,000), all of which shall be common stock having a par value of Five Dollars (\$5) a share.

The corporation will commence business with a minimum amount of One Thousand Dollars (\$1,000)."

2. That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WE, RAYBURN L. FOSTER, Vice President, and R. E. ARNOLD, Assistant Secretary of Phillips Petroleum Company have signed this Certificate and caused the corporate seal of the corporation to be hereunto affixed this 3rd day of May, 1960.

PHILLIPS PETROLEUM COMPANY
DELAWARE
1917

RAYBURN L. FOSTER
(Vice President)

R. E. ARNOLD
(Assistant Secretary)

STATE OF OKLAHOMA)
 (SS.:
COUNTY OF WASHINGTON)

BE IT REMEMBERED, that on this 3rd. day of May, 1960, personally came before me, M. J. QUISENBERRY, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, RAYBURN L. FOSTER, Vice 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 RAYBURN L. FOSTER, as such Vice 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 signature of said Vice President and of the Assistant Secretary of said corporation to said foregoing Certificate are in the handwriting of the said Vice President and of the Assistant Secretary of said corporation, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

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

M. J. QUISENBERRY
NOTARY PUBLIC
STATE OF OKLAHOMA

M. J. QUISENBERRY

Notary Public, State of Oklahoma
Commission Expires February 3, 1962.