

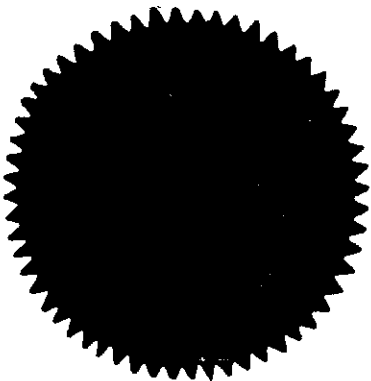
State of Delaware



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 Certificate of Incorporation of the
"ABC, Inc.", as received and filed in this office the twenty-seventh
day of January, A.D. 1960, at 9 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh day
of January in the year of our Lord
one thousand nine hundred and 1960.



George J. Schulz
Secretary of State

W. D. Johnson
Asst. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMOCO, INC.

(Pursuant to Section 242 of Title 3, Chapter 1 of
the Delaware Code of 1953)

Amoco, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of Title 3, Chapter 1 of the Delaware Code of 1953, does hereby certify as follows:

FIRST: That, upon the unanimous written consent of the holders of all of the outstanding shares of stock entitled to vote of the above corporation, which consent was given pursuant to the provisions of Section 223 of Title 3, Chapter 1 of the Delaware Code of 1953, the following amendment of the Certificate of Incorporation of the corporation has been duly adopted in accordance with the provisions of Section 242 of Title 3, Chapter 1 of the Delaware Code of 1953:

By striking out the Article FIRST thereof in its entirety, and by substituting in lieu thereof a new Article FIRST to read as follows:

"FIRST: The name of the corporation
(hereinafter called the corporation) is

AMOCO OIL COMPANY";

SECOND: That the capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said Amoco, Inc. has made under its corporate seal and signed by Ernest L. Godshalk, President, and E. W. Russell, its Secretary, the foregoing certificate, and the said Ernest L. Godshalk, President, and the said E. W. Russell, as Secretary, have hereunto respectively set their

hands and caused the corporate seal of the said corporation to be affixed this 22nd day of January, 1960.

Amoco, Inc.
Corporate Seal
1959
Delaware

/s/ Ernest L. Godshalk
President

/s/ Earl W. Russell
Secretary

STATE OF ILLINOIS) (SEAL)
: SS.
COUNTY OF C O O K)

BE IT REMEMBERED, that on this 22nd day of January, 1960, personally came before me, Thelma L. Johnson, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgement or proof of deeds, Ernest L. Godshalk, President of Amoco, Inc., 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 Ernest L. Godshalk, 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 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.

/s/ Thelma L. Johnson
Notary Public

My Commission Expires
December 27, 1960

(SEAL)

Thelma L. Johnson
Notary Public
Cook County, Ill.