

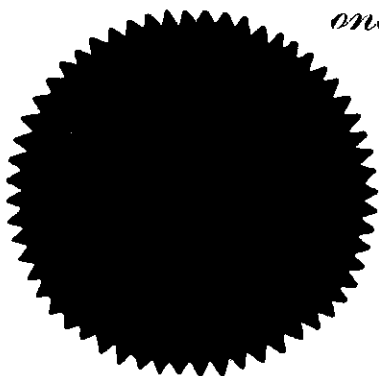
State of Delaware



Office of Secretary of State

I, John N. McDowell, 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-fourth day of April, A.D. 1956, at 4 o'clock P.M. (E.S.T.)

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



John N. McDowell

Secretary of State

W. D. Johnson

Asst. 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, T. S. Gay, Vice President and S. G. Wray, 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 the Certificate of Incorporation of said corporation has been amended as follows:

By amending Article FOURTH thereof to read as follows:

"FOURTH: The total number of shares authorized to be issued by this Corporation is Forty Million (40,000,000), all of which shall be common stock having a par value of Ten Dollars (\$10) 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 and that the capital of the corporation will not be reduced under or by reason of such amendment.

IN WITNESS WHEREOF, WE, T. S. Gay, Vice President, and S. G. Wray, Assistant Secretary of Phillips Petroleum Company have signed this Certificate and caused the corporate seal of the corporation to be hereunto affixed this 24th day of April, 1956.

T. S. GAY
(Vice President)

S. G. WRAY
(Assistant Secretary)

PHILLIPS PETROLEUM COMPANY
DELAWARE
1917

~~(SEAL)~~

STATE OF NEW YORK)
COUNTY OF NEW YORK } SS.:

BE IT REMEMBERED, that on this 24th day of April, 1956, personally came before me, Joseph A. McCarthy, Jr. a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, T. S. Gay, 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 T. S. Gay, 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.

JOSEPH A. MCCARTHY, JR.
Joseph A. McCarthy, Jr.
Notary Public, State of New York
No. 30-7798000
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1958

JOSEPH A. MCCARTHY, JR.
NOTARY PUBLIC
STATE OF NEW YORK

~~(SEAL)~~