

State of Idaho

Office of the Secretary of State

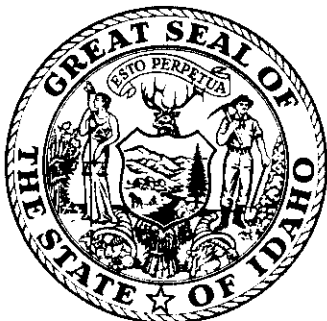
**CERTIFICATE OF AUTHORITY
OF
BP LUBRICANTS USA INC.**

File Number C 157969

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, 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 Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 27 December 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

DEC 27 PM 3:00

SECRET
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

BP LUBRICANTS USA INC.

2. The name which it shall use in Idaho is:

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 12/12/1994

5. The address of its principal office is:

1500 Valley Road, Wayne, NJ 07470

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: c/o CT Corporation System, 300 North 6th Street, Boise, ID 83702
and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|-----------------------|--------|---------|
| <u>SEE ATTACHMENT</u> | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: 12/16/04

Signature: [Handwritten Signature]

Typed Name: D. B. Pinkert

Capacity: Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

IdahoApplicantAuthority.pptL.pptB
Revised 09/2002

C 157969

IDAHO SECRETARY OF STATE
12/27/2004 05:00
CK: 5477 CT: 20168 BH: 783683
1 @ 100.00 = 100.00 AUTH PRO # 2

BP LUBRICANTS USA INC.
OFFICERS AND DIRECTORS

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|-------------------|-------------------------------------|--|
| P. Meola | President | 1500 Valley Road, Wayne, NJ 07470 |
| I. Springett | VP & CFO | 4101 Winfield Road, Warrenville, IL 60555 |
| P. D. Wessells | VP & General Tax Officer | 4101 Winfield Road, Warrenville, IL 60555 |
| S. T. Berry | Vice President | 4101 Winfield Road, Warrenville, IL 60555 |
| D. Duggan | Vice President | 1500 Valley Road, Wayne, NJ 07470 |
| D. B. Pinkert | Vice President and Director | 4101 Winfield Road, Warrenville, IL 60555 |
| D. J. Reistroffer | Vice President | 4101 Winfield Road, Warrenville, IL 60555 |
| J. A. Dietz | Tax Officer | 4101 Winfield Road, Warrenville, IL 60555 |
| D. P. Shralow | Tax Officer | 4101 Winfield Road, Warrenville, IL 60555 |
| D. A. Plumb | Secretary and Director | 4101 Winfield Road, Warrenville, IL 60555 |
| G. W. Atkinson | Assistant Secretary | 1500 Valley Road, Wayne, NJ 07470 |
| D. A. Dowling | Assistant Secretary and Director | 4101 Winfield Road, Warrenville, IL 60555 |
| W. T. Mangan | Assistant Secretary | 150 West Warrenville Road, Naperville, IL 60563 |
| D. J. Robinson | Assistant Secretary | 4101 Winfield Road, Warrenville, IL 60555 |
| T. Kevin Sheehy | Assistant Secretary | 1500 Valley Road, Wayne, NJ 07470 |
| G. E. Stein | Assistant Secretary | 4101 Winfield Road, Warrenville, IL 60555 |
| R. J. Novaria | Treasurer | 4101 Winfield Road, Warrenville, IL 60555 |
| S. D. Funk | Assistant Treasurer | 509 S. Boston Ave., Tulsa, OK 74103 |
| M. Susan Horvat | Assistant Treasurer | 4101 Winfield Road, Warrenville, IL 60555 |
| M. E. Labadie | Assistant Treasurer | 509 S. Boston Ave., Tulsa, OK 74103 |
| M. A. Lukas | Assistant Treasurer | 4101 Winfield Road, Warrenville, IL 60555 |
| M. C. Mroz | Assistant Treasurer | 4101 Winfield Road, Warrenville, IL 60555 |
| L. P. Peterson | Assistant Treasurer | 4101 Winfield Road, Warrenville, IL 60555 |
| L. G. Slenk | Assistant Treasurer | 1323 Bond Street, Naperville, IL 60563 |

Delaware

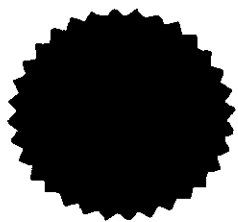
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP LUBRICANTS USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2460446 8300
040933680

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3572637

DATE: 12-22-04

TOTAL P.04