



Department of State.

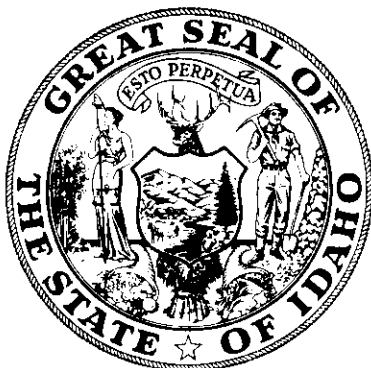
**AMENDED CERTIFICATE OF AUTHORITY
OF**

MAPCO PRODUCTION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MAPCO PRODUCTION COMPANY for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are 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 MAPCO OIL & GAS COMPANY to transact business in this State under the name MAPCO OIL & GAS COMPANY and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated February 13, 19 84.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **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.

1. A Certificate of Authority was issued to the corporation by your office on November 23, 19 79, authorizing it to transact business in the State of Idaho under the name of _____

MAPCO PRODUCTION COMPANY

2. Its corporate name has been changed to _____

MAPCO OIL & GAS COMPANY

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

MAPCO OIL & GAS COMPANY

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated JANUARY 20, 19 84

MAPCO OIL & GAS COMPANY

By Harley B. Mangels
Its VICE President

And Royse M. Parr
Its ASST Secretary

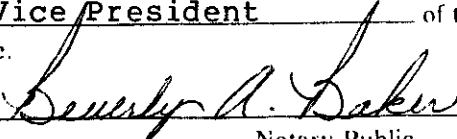
STATE OF OKLAHOMA)
COUNTY OF TULSA) ss:

I, Beverly A. Baker, a notary public, do hereby certify that on this
20 day of January, 19 84, personally appeared

(continued on reverse)

before me Harley E. Mangels, who being by me first duly sworn,
declared that he is the Vice President of MAPCO Oil & Gas Company

that he signed the foregoing document as Vice President of the corporation and
that the statements therein contained are true.


Beverly A. Baker Notary Public

My Commission Expires:
December 2, 1987

State of Delaware



FILED 12 20 1983
DEPT. OF STATE
DOVER, DEL.

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF RAPCO PRODUCTION COMPANY FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

A handwritten signature in cursive script, reading "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

12/20/83

DATE:

12/20/83

FILED 12/20/83

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MAPCO Production Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company by unanimous written consent dated December 19, 1983, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

RESOLVED, that effective December 31, 1983 the Certificate of Incorporation of MAPCO Production Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:


"The name of the company
is MAPCO Oil & Gas Company",

and that said changed corporate name or title "MAPCO Oil & Gas Company" shall be substituted in place of the corporate name "MAPCO Production Company", wherever the latter name appears; and

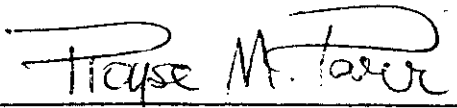
SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said MAPCO Production Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Brock Apfel, its President, and Royse M. Parr, its Assistant Secretary, this 19th day of December, 1983.

MAPCO PRODUCTION COMPANY


J. Brock Apfel, President

ATTEST:


Royse M. Parr, Assistant Secretary

STATE OF OKLAHOMA)
) ss
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public in and for said State, on this 19th day of December, 1983, personally appeared J. Brock Apfel and Royse M. Parr, to me known to be the identical persons who subscribed the name of MAPCO Production Company to the foregoing instrument as its President and Assistant Secretary, respectively, and acknowledged to me that they executed the same as their free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and
year last above written.

Laverly A. Baker
Notary Public

My Commission Expires:

Dec. 2, 1987