

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

BP AMERICA INC.

File Number C 135707

I PETE T. CENARRUSA, 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: September 27, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okelberry*

202

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

1. The name of the corporation is BP America 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 07/19/1974
5. The address of its principal office is 200 East Randolph Drive, Chicago, IL 60601
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, Idaho 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: 9/21/00BP America, Inc.

(Corporation name)

By D. G. Plumb

DA Plumb

Assistant Secretary

Its _____
(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

IDaho SECRETARY OF STATE

09/27/2000 09:00
CK: 02532 CT: 20160 BH: 3510621 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 135707

ATTACHMENT**Directors**

	<u>Address</u>
R.D. Agdern	200 East Randolph Drive
J.F. Campbell	Chicago, Illinois 60601
J.G. Nemeth	

Officers

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	R.D. Agdern	200 East Randolph Drive
Vice President	W.M. Air	Chicago, Illinois 60601
Vice President	L.D. Burton	
Vice President	W.R. Hutchinson	
Vice President and Chief Financial Officer	E.A. Kamerick	
Vice President	R.A. Malone	
Vice President and General Tax Officer	J.G. Nemeth	
Vice President	D.E. Packham	
Tax Officer	J.A. Dietz	
Tax Officer	D.P. Shrallow	
Tax Officer	R.W. Van Hook	
Corporate Secretary	D.B. Pinkert	
Assistant Secretary	D.A. Dowling	
Assistant Secretary	D.A. Plumb	
Treasurer	R.J. Novaria	
Tax Officer	W.T. Mangan	
Controller	A.J. Nocchiero	
Assistant Controller	C.L. Hall	

Number of Shares Authorized to issue

Class A Common Stock = 6,000,000 par value \$1.00
 Class B Common Stock = 2,500,000 par value \$1.00

Number of issued Shares

Class A Common Stock = 5,662,593 par value \$1.00
 Class B Common Stock = 2,129,809 par value \$1.00

OwnerShip Percentage and Address**BP Amoco p.l.c. (83.61 %)**

Britannic House
 1 Finsbury Circus
 London EC2M 7BA
 United Kingdom

BP America Holdings Limited (16.39 %)

Breakspear Park
 Breaksspear Way
 Hemel Hempstead
 HP2 4UL
 United Kingdom

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP AMERICA 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-FIFTH DAY OF SEPTEMBER, A.D. 2000.

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

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





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0693728

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DATE: 09-25-00