

ARTICLES OF AMENDMENT

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, P. L. 364, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, GULF OIL CORPORATION hereby certifies, under its corporate seal:

1. That its name is GULF OIL CORPORATION and that its registered office is located at Gulf Building, Pittsburgh, Pennsylvania.

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by the original Articles of Incorporation dated the 9th day of August, 1922, and recorded in the Office of the Secretary of the Commonwealth in Charter Book 217, Page 150, and in the office of the Recorder of Deeds in and for the County of Allegheny, Commonwealth of Pennsylvania, on the 11th day of August, 1922, in Commission Book Vol. 75, Page 419. By amendment of May 5, 1936, the name of the Corporation was changed from "Gulf Oil Corporation of Pennsylvania" to "Gulf Oil Corporation", said amendment being recorded in Amendment Book 360, Page 111, in the Office of the Secretary of the Commonwealth.

3. (a) That at a meeting of the board of directors of said Corporation held on February 27, 1951, a resolution was adopted authorizing an amendment to Article 7th of the Articles of Incorporation, and directing that such amendment be submitted to a vote of the shareholders entitled to vote thereon at a meeting to be held on Wednesday, May 23, 1951.

(b) That a meeting of the shareholders of said Corporation to take action upon the proposed amendment was held on Wednesday, May 23, 1951, at 11:00 o'clock A.M., Eastern Daylight Saving Time, at the registered office of the Corporation, pursuant to written notice deposited in the United States mail sixty (60) days prior to the date of such meeting.

4. That at the time of the meeting of the shareholders on Wednesday, May 23, 1951, the authorized number of all shares of the capital stock of the Corporation was 20,000,000, of which 11,345,250 shares were then issued and outstanding and were entitled to vote on the proposed amendment, and 200,002 shares were held in the treasury of the Corporation. Shareholders owning 9,043,650 shares were present at such meeting in person or by proxy.

5. At said meeting 9,023,480 shares were voted in favor of the resolution amending the Articles of Incorporation of the Corporation in the manner hereinafter set forth, 13,478 shares were voted against the said resolution, and 6,692 shares failed to vote upon said resolution.

6. The amendment, as adopted by the shareholders, is as follows:

"RESOLVED, That Article 7th of the Articles of Incorporation be, and the same is hereby amended so as to read as follows:

"7th. The amount of the authorized capital stock of this Corporation is \$1,250,000,000 divided into 50,000,000 shares of the par value of \$25 each."

3-1-51.14 445

Commonwealth of Pennsylvania



Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

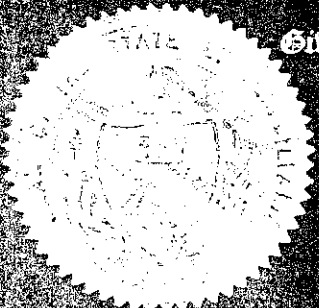
CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

GULF OIL CORPORATION

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this
28th day of May
in the year of our Lord one thousand nine
hundred and fifty-one and of
the Commonwealth the one hundred and
seventy-fifth

The signature of the Secretary of the Commonwealth, written in cursive.
Secretary of the Commonwealth

I-J- N^o 32916Commonwealth of Pennsylvania
Department of State

OFFICE of the SECRETARY of the COMMONWEALTH

Harrisburg, June 7, 1951

Pennsylvania, ss:

I DO HEREBY CERTIFY, That the foregoing and annexed is a full, true and correct photocopy of Articles of Amendment to the Articles of Incorporation of "GULF OIL CORPORATION", approved May 29, 1951 and Certificate of Amendment issued thereon, as the same appear of record in this Office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

Edward L. Smith

Secretary of the Commonwealth