

Filing fee: \$35.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

Chevron U.S.A. Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on January 9, 1939, authorizing it to transact business in Rhode Island under the name of Chevron U.S.A. Inc.

SECOND: The corporate name of the corporation has been changed to no change.
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is no change.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: no change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
(See §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|---------------------|--------|--------|---|
| 2,000 | common | - | without par value |

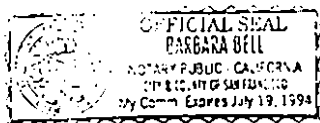
- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 29,749,286,025.00
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ NONE.
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 29,296,255,791.00
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 5,677,554.00

Dated MARCH 2, 19 92.

Chevron U.S.A. Inc.
By [Signature]
Its VICE-President
and [Signature]
Its ASSISTANT Secretary

STATE OF CALIFORNIA }
COUNTY OF San Francisco } Sc.

At San Francisco in said County on the 5th day
of March 19 92, before me personally appeared H. P. Walker
, who being by me first duly sworn, declared that he is the
Assistant Secretary of Chevron U.S.A. Inc.,
that he signed the foregoing document as such Assistant Secretary
of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Barbara Bell
Notary Public

Photo & Filing
March 13 1992

WR 82654

COMMONWEALTH OF PENNSYLVANIA



March 2, 1992
Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

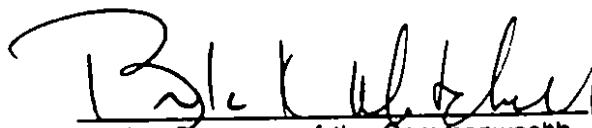
IN RE: "CHEVRON U.S.A. INC."

I, Dr. Brenda K. Mitchell, Acting Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety

which appear of record in this department.



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.


Acting Secretary of the Commonwealth