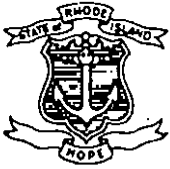


Filing Fee: \$75.00

ID Number: 20265



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

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:

- 1. The name of the corporation is Amoco Oil Company
2. It is incorporated under the laws of Maryland
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on April 22, 1933, authorizing it to transact business in Rhode Island under the name of: Amoco Oil Company (formerly known as The American Oil Company)
4. The corporate name of the corporation has been changed to no change
5. The name, if different, which it elects to use in Rhode Island is:
6. The corporation 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:

(If no other or additional purposes are proposed, insert "No Change.")

No change

FILED

MAY 08 2002

By [Signature] 277559

2002 MAY 08 11 09 AM

STATE OF RHODE ISLAND
CORPORATIONS DIVISION

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
263,400	Common	N/A	\$50.00

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 4,359,756,655.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 577,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .01323 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: April 23, 2002

AMOCO OIL COMPANY

Print Exact Name of Corporation Making Application

By [Signature]

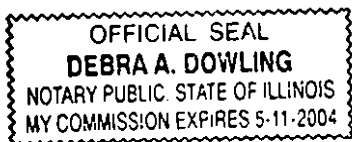
President or Vice President (check one)

By [Signature] AND [Signature]

Secretary or Assistant Secretary (check one)

STATE OF Illinois
 COUNTY OF Cook

In Chicago, Illinois, on this 23rd day of April, 2002, personally appeared before me D. B. Pinkert who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]
 Notary Public Debra A. Dowling
 My Commission Expires: May 11, 2004

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS