

Filing fee: \$10.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

PHILLIPS PETROLEUM COMPANY

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Delaware, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is
PHILLIPS PETROLEUM COMPANY

SECOND: The address of its present registered office is
Hospital Trust Building, Providence 02903

THIRD: The address to which its registered office is to be changed is
40 Westminster Street, Suite 830, Providence 02903

FOURTH: The name of its present registered agent is
H. ELIOT RICE

FIFTH: The name of its successor registered agent is
UNITED STATES CORPORATION COMPANY

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated August 8, 1977

PHILLIPS PETROLEUM COMPANY

By *O.W. Armstrong*
Its Vice President

STATE OF OKLAHOMA }
COUNTY OF WASHINGTON } Sc.

At Bartlesville in said county on this 8th day
of August, 1977, personally appeared before me
O.W. Armstrong, who, being by me first duly sworn, declared that he
is the Vice President of PHILLIPS PETROLEUM COMPANY
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Meredyth D. Page
Notary Public

My Commission Expires May 19, 1980.

AUG 16 1977
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