

103867

Filing fee: \$75.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

Pennzoil Products Company

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 December 16, 1998, authorizing it to transact business in Rhode Island under the name of Pennzoil Products Company

SECOND: The corporate name of the corporation has changed to Pennzoil-Quaker State Company [If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

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: [If no other or additional purposes are proposed, insert "No change."]

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:

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$1,400,000,000
(B): An estimate of the value of its property to be located within Rhode Island during such year is \$10,000
(C): An estimate of the gross amount of business to be transacted by it during such year is \$2,000,000,000
(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 \$1,500,000

Dated January 29, 1999

Pennzoil-Quaker State Company

By *Paul B. Siegel*

Paul B. Siegel  
Its Vice President

and *Linda F. Condit*

Linda F. Condit

Its Secretary

STATE OF Texas

COUNTY OF Harris

} SC.

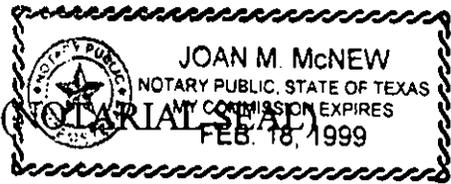
At Houston in said County on the 29th day  
of January 1999, before me personally appeared

Linda F. Condit, who being by me first duly sworn, declared that he is the  
Secretary of Pennzoil-Quaker State Company,

that he signed the foregoing document as such Secretary

of the corporation, and that the statements therein contained are true.

*Jean M. McNew*  
Notary Public  
Jean M. McNew



**FILED**

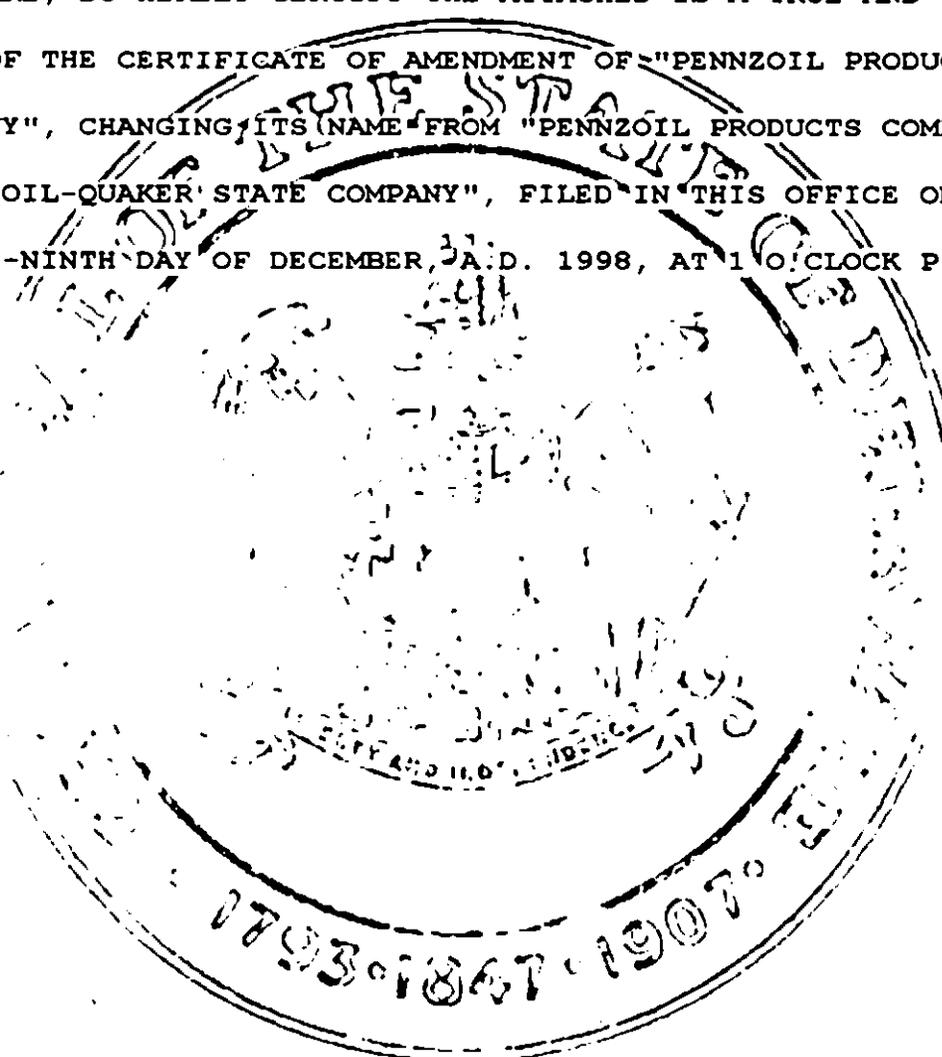
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By *JMD 218365*

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PENNZOIL PRODUCTS COMPANY", CHANGING ITS NAME FROM "PENNZOIL PRODUCTS COMPANY" TO "PENNZOIL-QUAKER STATE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9522317

DATE:

01-14-99