

Filing Fee: \$100.00

ID Number: 113287



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

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

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Chevron Phillips Chemical Company LP *(See file 22043 47415)*
(The name must contain the words "limited partnership" or the letters and punctuation "L P")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is April 26, 2000

3. The general character of the business it proposes to transact in Rhode Island is:
to engage in any lawful business that may be engaged in by a limited partnership organized under
the LP Act, as such business activities may be determined by the General Partner from time to time.
Manufacturing, refining, marketing, transporting and otherwise dealing in raw materials.

4. The name and address of the agent for service of process is Corporation Service Company
170 Westminister Street, Suite 900 Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
1250 Adams Building, Bartlesville, OK 74004

09, 11 30 11 AM

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Chevron Phillips Chemical Holdings II LLC	1250 Adams Building, Bartlesville, Ok 74004

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

1250 Adams Building, Bartlesville, OK 74004

9. A mailing address for the foreign limited partnership is 1250 Adams Building, Bartlesville, OK 74004

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: May 11, 2000

Chevron Phillips Chemicals Company LP
Print Exact Name of Limited Partnership Making Application

FILED

JUL 03 2000

By [Signature] 247265

By N. A. Loftis
General Partner

Chevron Phillips Chemical Holdings II LLC
By: Phillips Petroleum Company, Member
By: N. A. Loftis Secretary

STATE OF Oklahoma
COUNTY OF Washington

In Bartlesville, OK, on this 11 day of May, 2000, personally appeared before me N. A. Loftis who, being by me first duly sworn, declared that he/she is a general partner of Chevron Phillips Chemicals Company LP that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

[Signature]
Notary Public J. Sue Toalson
My Commission Expires: Nov. 29, 2000



June 28, 2000

Chevron Chemical Company LLC
575 Market Street
San Francisco, CA 94105-2856

P. Lovett
Assistant Secretary

Rhode Island Secretary of State
Corporation Division
100 North Main Street
Providence, RI 02903

Dear Sir:

Chevron Chemical Company LLC and Phillips Chemical Company have entered into a joint venture, thereby creating a partnership called Chevron Phillips Chemical Company L.P. In view of this partnership, Chevron Chemical Company LLC hereby grants permission for Chevron Phillips Chemical Company L.P. to do business in the state of Rhode Island.

For your background information, Chevron Chemical Company merged into Chevron Chemical Company LLC in 1998 leaving Chevron Chemical Company LLC as successor in interest.

Sincerely yours,

A handwritten signature in black ink, appearing to read "P. Lovett". The signature is written in a cursive style with a large initial "P" and "L".

PP



PHILLIPS PETROLEUM COMPANY
BARTLESVILLE, OKLAHOMA 74004 918 661-6600

LEGAL
CORPORATE RECORDS

June 27, 2000

TO WHOM IT MAY CONCERN:

Re: Chevron Phillips Chemical Company LP

Phillips Petroleum Company, incorporated under the laws of the State of Delaware, has been doing business as "Phillips Chemical Company" by filing a Fictitious Business Name Statement in your state.

Phillips Petroleum Company d/b/a Phillips Chemical Company hereby grants permission for Chevron Phillips Chemical Company LP, formed on April 26, 2000 under the laws of the State of Delaware, to use the name "Chevron Phillips Chemical Company LP" in the State of Rhode Island.

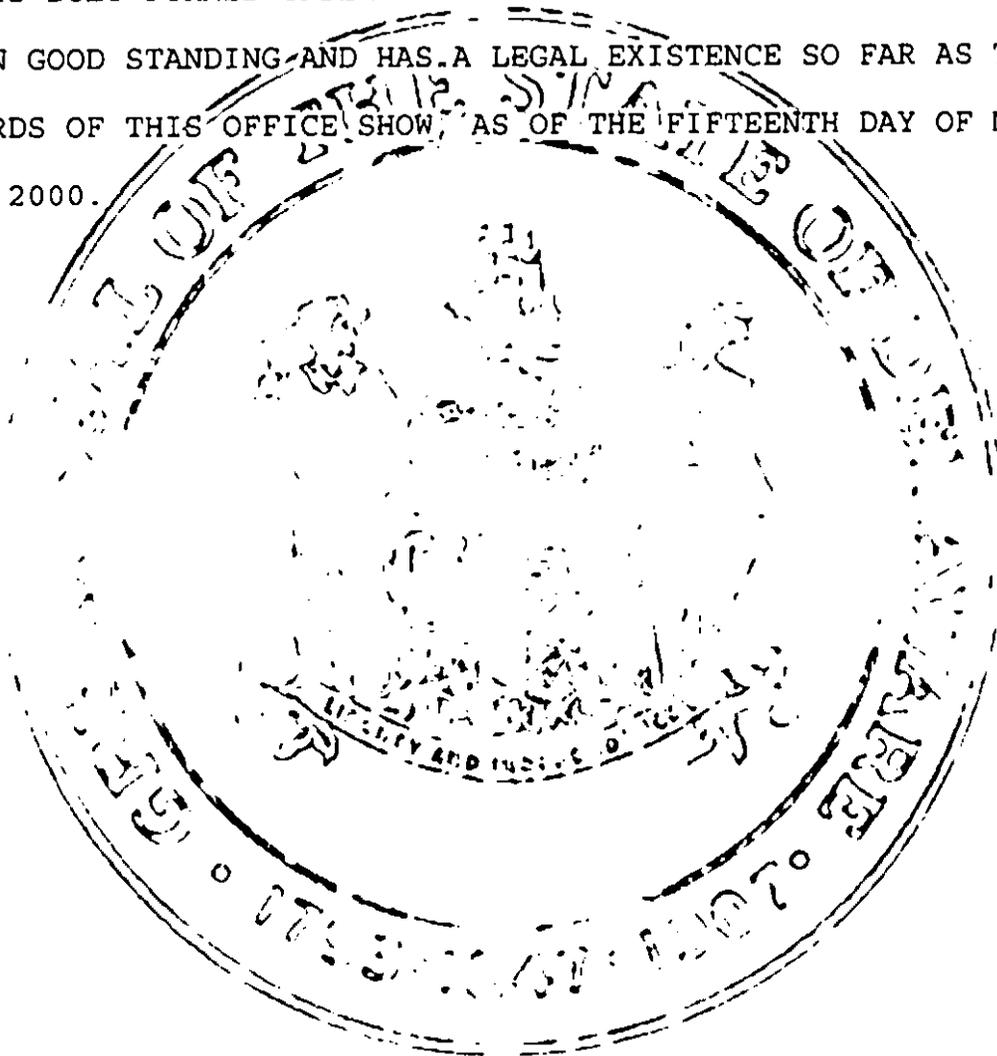
Sincerely,

A handwritten signature in cursive script that reads "N. A. Loftis".

Phillips Petroleum Company
N. A. Loftis, Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEVRON PHILLIPS CHEMICAL COMPANY LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MAY, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0438899

DATE:

05-15-00