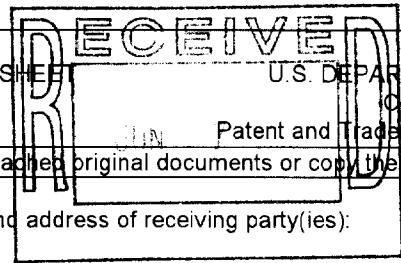


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06-10-1999



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Patent and Trademark Office  
Please record the attached original documents or copy thereof.

To the Honorable Comr

1. Name of conveying party(ies):

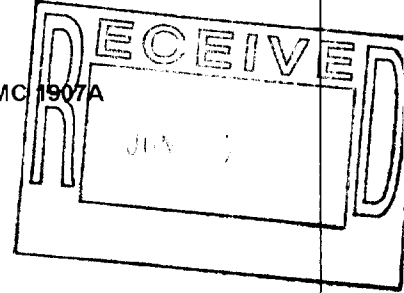
Amoco Corporation

Additional name(s) of conveying party(ies) attached?

yes  no

2. Name and address of receiving party(ies):

BP Amoco Corporation  
Law Department  
200 East Randolph Drive, MC 1907A  
Chicago, IL 60601



3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: December 31, 1998

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

08/761,746

B. Patent No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

BP Amoco Corporation  
Law Department  
Mail Code 1907A  
200 East Randolph Drive  
P.O. Box 87703  
Chicago, Illinois 60680-0703

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41): \$40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
01-0528

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert A. Yesukevich  
Name of Person Signing

06/01/99  
Date

Total number of pages including cover sheet, attachments and document:

06/09/1999 DNGUYEN 00000273 08761746

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PATENT  
REEL: 010001 FRAME: 0231

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

AMOCO CORPORATION

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

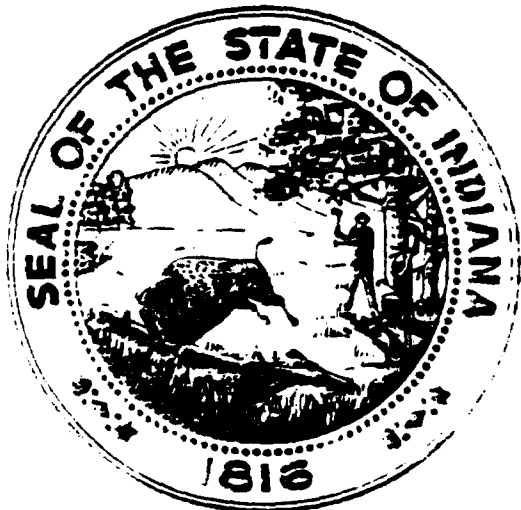
The name of the corporation is amended as follows:

BP AMOCO CORPORATION

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is December 31, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirty-first day of December, 1998.



*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

Deputy

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION

State Form 38333 (R7 / 4-95)

Approved by State Board of Accounts 1995

SUE ANNE GILROY  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington St., Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.  
Present original and one copy to address in upper right hand corner of this form.  
Please TYPE or PRINT.

RECEIVED  
AND  
FILED

Indiana Code 23-1-38-1 et seq

Filing Fee: \$30.00

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF:

Name of Corporation

Amoco Corporation

The undersigned officers of:

(hereinafter referred to as the "Corporation") existing pursuant to the provisions of: (indicate appropriate act)

Indiana Business Corporation Law  Indiana Professional Corporation Act of 1983

as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I Amendment(s)

SECTION 1 The date of incorporation of the Corporation is:

June 18, 1889

SECTION 2 The name of the Corporation following this amendment to the Articles of Incorporation is:

BP Amoco Corporation

SECTION 3

The exact text of Article(s) I & IX of the Articles of Incorporation is now as follows:

ARTICLE I  
Name of Corporation

The name of the Corporation is BP Amoco Corporation.

ARTICLE IX  
The Board of Directors of the Corporation

The Board of Directors shall consist of a minimum of one (1) member and a maximum of six (6) members, the actual number of the members to be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall be elected by a plurality of the votes at the annual meeting of the shareholders of the Corporation called for that purpose. A decrease in the number of directors shall not shorten an incumbent director's term.

RECEIVED  
CORPORATIONS DIV.  
93 DEC 31 11 4:03  
SUE ANNE GILROY

SECTION 4 Date of each amendment's adoption:

December 31, 1998

(Continued on the reverse side)

PATENT  
REEL: 010001 FRAME: 0233

Strike inapplicable section:

SECTION 1 This amendment was adopted by the Board of Directors or incorporators and shareholder action was not required.

SECTION 2 The shareholders of the Corporation entitled to vote in respect to the amendment adopted the proposed amendment. The amendment was adopted by:

A. Vote of such shareholders during a meeting called by the Board of Directors. The result of such vote is as follows:

Shares entitled to vote.
Number of shares represented at the meeting.
Shares voted in favor.
Shares voted against.

B. Written consent executed on December 31, 19 98 and signed by all such shareholders.

**ARTICLE III Compliance with Legal Requirements**

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 31st day of December 1998.

Signature of current officer

Printed name of officer

STEPHEN F. GATES

Officer's title

VICE PRESIDENT, GENERAL COUNSEL & CORPORATE SECRETARY

