

07-07-2000

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Commissioner of Patents and Trademarks. Please return this document to the Patent and Trademark Office, Washington, DC 20503, or its or copy thereof.

<p>1. Name of conveying party(ies): Amoco Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>	<p>2. Name and address of receiving party(ies):</p> <p>BP Amoco Corporation Law Department Mail Code 1907A 200 East Randolph Drive Chicago, Illinois 60680-0703</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p>	
<p>Execution Date: <u>December 31, 1998</u></p>	

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: _____

<p>A. Patent Application No.(s)</p> <p>09/022,345</p>	<p>B. Patent No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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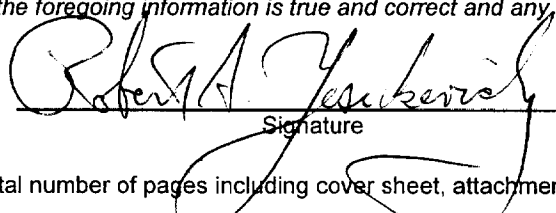
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>BP Amoco Corporation Attn: Docket Clerk Law Department Mail Code 1907A 200 East Randolph Drive P.O. Box 87703 Chicago, Illinois 60680-0703</p>	<p>6. Total number of applications and patents involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41): <u>\$40.00</u> E</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>01-0528</u></p> <p>(Attach duplicate copy of this page if paying by deposit account.)</p>
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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  June 7, 2000
Name of person signing Signature Date

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

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.

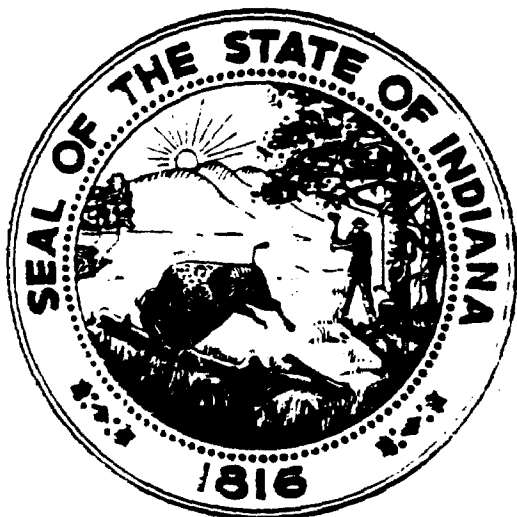
The name of the corporation is amended as follows:

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

[Signature]
Deputy



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

State Form 38333 (R7 / 4-95)
Approved by State Board of Accounts 1995

182369-107

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.

APPROVED
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) <input checked="" type="checkbox"/> Indiana Business Corporation Law <input type="checkbox"/> 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) <u>I & IX</u> of the Articles of Incorporation is now as follows:	
<p>ARTICLE I <u>Name of Corporation</u></p> <p>The name of the Corporation is BP Amoco Corporation.</p> <p>ARTICLE IX <u>The Board of Directors of the Corporation</u></p> <p>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.</p>	
SECTION 4 Date of each amendment's adoption: December 31, 1998	

RECEIVED
CORPORATIONS DIV.
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SUE ANNE GILROY

(Continued on the reverse side)

ARTICLE II Manner of Adoption and Vote

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

STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the agms (2) page document(s) as filed in this office.

DATED 3-16, 19 99

Lee Anne Hiltz
Secretary of State

By Julie Anderson
This Certification Stamp replaces our previous Certification System.

