

09-19-2001



SHEET

U.S. DEPARTMENT OF
COMMERCE
Patent and Trademark Office

101848795

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **9-17-01**
BP Amoco Corporation
Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies):
**BP Corporation North America Inc.
BP Legal
200 East Randolph Drive, MC 2207A
Chicago, IL 60601**

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: May 1, 2001

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)
09/291,858
B. Patent No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
**BP America Inc.
BP Legal
200 East Randolph Drive, MC 2207A
Chicago, IL 60601**

6. Total number of applications and patents involved: 1
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.
Jennifer M. Hall _____ 9/13/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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PATENT
REEL: 012164 FRAME: 0506

State of Indiana
Office of the Secretary of State

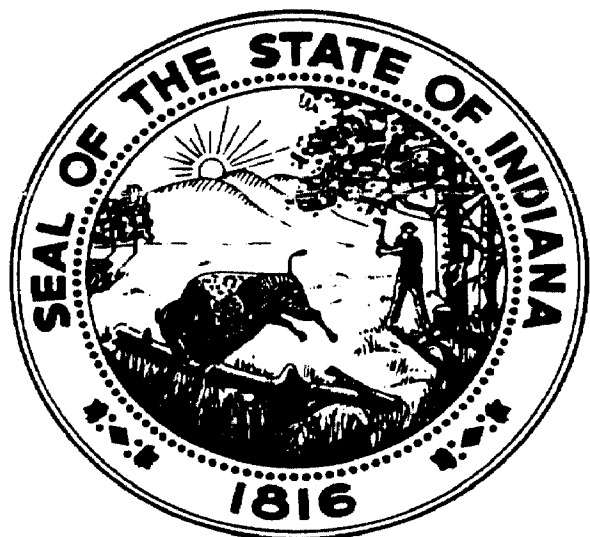
CERTIFICATE OF AMENDMENT
of
BP AMOCO CORPORATION

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

BP CORPORATION NORTH AMERICA INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, May 01, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 1, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

182869-107 / 2001050192129

PATENT
REEL: 012164 FRAME: 0507



**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION**

State Form 38333 (R8 / 12-96)

Approved by State Board of Accounts 1995

182869-101

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

COPY
APPROVED
FILED
IND. SECRETARY OF STATE

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.

Present original and two copies to address in upper right hand corner of this form.
Please TYPE or PRINT.

Indiana Code 23-1-38-1 et seq.

Filing Fee: \$30.00

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF:**

Name of Corporation

BP Amoco Corporation

Date of incorporation

June 18, 1889

The undersigned officers of the above referenced Corporation (*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)

The exact text of Article(s) I
Articles

of the

ARTICLE I
Name of Corporation

The name of the corporation is BP Corporation North America Inc.

RECORDED
INDEXED
MAY 11 11 18

ARTICLE II

Date of each amendment's adoption:

April 24, 2001

(Continued on the reverse side)

ARTICLE III Manner of Adoption and Vote

Mark applicable section: NOTE - Only in limited situations does Indiana law permit an Amendment without shareholder approval. Because a name change requires shareholder approval, Section 2 must be marked and either A or B completed.

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: (Shareholder approval may be by either A or B.)

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.

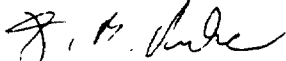
B. Unanimous written consent executed on April 24, 2001 and signed by all shareholders entitled to vote.

ARTICLE IV 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 25th day of April, 2001

Signature of current officer or chairman of the board



Printed name of officer or chairman of the board

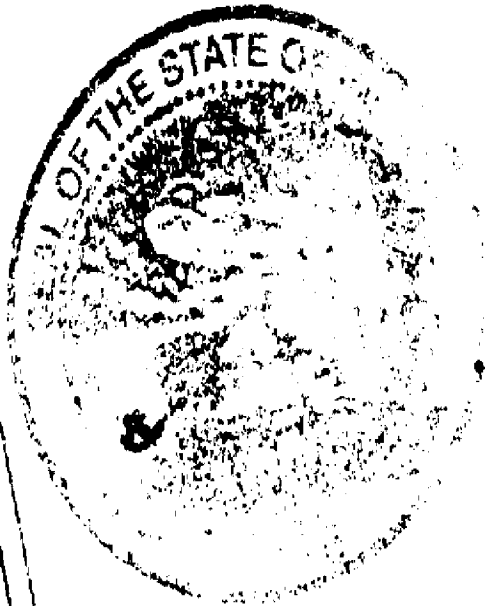
D. B. Pinkert

Signature's title

Corporate Secretary

STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
three (3) page document(s)
as filed in this office.



DATED

5/15 2001

Secretary of State

BY

[Signature]

This Certification Stamp replaces our previous Certification System.