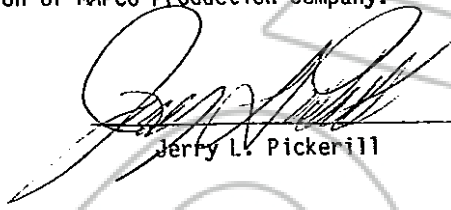


93052 CERTIFICATE OF SECRETARY

I, Jerry L. Pickerill, the undersigned Secretary of MAPCO Oil & Gas Company, formerly MAPCO Production Company, hereby certify that the attached copy of the Certificate of Amendment of Certificate of Incorporation of MAPCO Production Company dated December 19, 1983, effective December 31, 1983, and certified by the Secretary of State of the State of Delaware, on December 21, 1983, is a true and correct copy of the original as furnished by the Secretary of State of the State of Delaware, the state of incorporation of MAPCO Production Company.



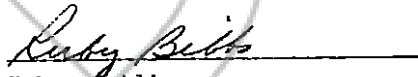
Jerry L. Pickerill



(SEAL)

SUBSCRIBED AND SWORN to before me this 3rd day of January, 1984





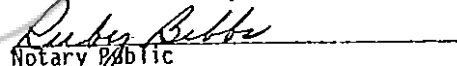
Notary Public
Ruby Bibbs

My Commission expires
April 25, 1985
(SEAL)

STATE OF Oklahoma)
COUNTY OF Tulsa) ss:

BEFORE ME, Ruby Bibbs, a Notary Public in and for said State, on this 3rd day of January, 19 84, personally appeared Jerry L. Pickerill to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its Secretary, and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

WITNESS MY HAND, and seal the day and year first above written.



Notary Public
Ruby Bibbs



My Commission expires
April 25, 1985
(SEAL)

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, 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 MAPCO PRODUCTION COMPANY FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !

A handwritten signature in cursive script that reads "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10140814

DATE: 12/21/1983

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MAPCO Production Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company by unanimous written consent dated December 19, 1983, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

RESOLVED, that effective December 31, 1983 the Certificate of Incorporation of MAPCO Production Company be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the company
is MAPCO Oil & Gas Company",

and that said changed corporate name or title "MAPCO Oil & Gas Company" shall be substituted in place of the corporate name "MAPCO Production Company", wherever the latter name appears; and

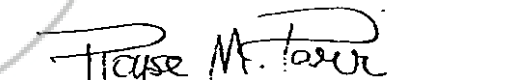
SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said MAPCO Production Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Brock Apfel, its President, and Royse M. Parr, its Assistant Secretary, this 19th day of December, 1983.

MAPCO PRODUCTION COMPANY


J. Brock Apfel, President

ATTEST:


Royse M. Parr, Assistant Secretary



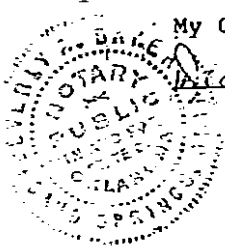
STATE OF OKLAHOMA)
) ss
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public in and for said State, on this 19th day of December, 1983, personally appeared J. Brock Apfel and Royse M. Parr, to me known to be the identical persons who subscribed the name of MAPCO Production Company to the foregoing instrument as its President and Assistant Secretary, respectively, and acknowledged to me that they executed the same as their free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

Beverly A. Baker
Beverly A. Baker, Notary Public

My Commission Expires:
Dec. 2, 1987



RECORDED AT REQUEST OF
Mapco Oil & Gas Company
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OFFICIAL RECORDS
TULSA COUNTY, OKLAHOMA
M.H. DEBALLEAU, RECORDER
FILE NO. 93052
FEE \$ 8.00