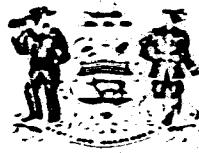


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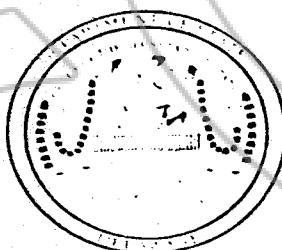
var 456 pg 549

State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Amendment
Certificate of
December 24, 1990

filed in this office on



Michael Harkins
Michael Harkins, Secretary of State

11/10/1991
January 10, 1991

BY

DATE

Form 150

BOOK 222 PAGE 253

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

TEXACO PRODUCING INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is

TEXACO PRODUCING INC.

2. The certificate of incorporation of the Corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"1. The name of the corporation is

TEXACO EXPLORATION AND PRODUCTION INC."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on December 21, 1990.

By: J. A. Hewitt
J. A. Hewitt
Vice President

Attest:

R. E. Koch
R. E. Koch
Assistant Secretary

MHR4/RES1A

BOOK 222 PAGE 253-255
OFFICE #177 REC'D 1/15/91
RECORDED 1/15/91 BY 100
FILE NO. 136576 FILE #700
MAY 6 P 3:19 1991

The undersigned, do hereby certify that the foregoing instrument of writing, with its certificate of authentication, was filed for record in my office on the 15 day of April A.D. 1990 at 8:20 o'clock A m., and duly recorded on the 17 day of April A.D. 1990 at 2:05 o'clock P m., on the 26th of Dec.

Vol. 456 on Page 549
Witness my hand and seal of the County Clerk of said County, at office in Haskell, Texas, the day and year last above written.

Rhonda Moller
County Clerk, Haskell County, Texas

SEAL
Affixed

By BOOK 222 PAGE 254 Deputy

Certificate of Amendment

19876

Teraco Producing Inc.

40

Teraco Exploration +
Producing Inc

1/10.71

FILED FOR RECORD
8:30 OCLOCK A.M.

APR 15 1991

RHONDA MULLER
Certified Copy
MGS

Teraco Expl. & Prod. Inc.
Land Dept. (Attn.: Dan Ernst) Encl.
P.O. Box 800
Aurora, Colorado 80011
500