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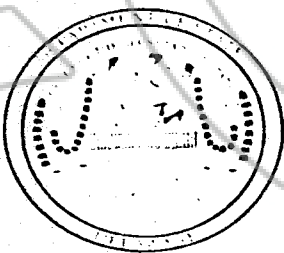
Vol. 456 (p. 549)



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

BY

W. H. [Signature]
January 10, 1991

DATE

Form 100

BOOK 222 PAGE 253

136576

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 254-55
RECORDED 11/21/91
91 MAY -6 P3:19
EUREKA COUNTY CLERK
M. N. REBELETTI, REGISTRAR
FILE NO. 136576
FILES 700

The undersigned _____ does 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. 199 1 at 8:20 o'clock A m., and duly recorded on the 17 day of April A.D. 199 1 at 2:05 o'clock P m. on the _____ Records of said County in Vol. 456 on Page 549.
Witness my hand and seal of the County of _____ and County, at office in Haskell, Texas, the day and year last above written.



Rhonda Moeller
County Clerk, Haskell County, Texas

By BOOK 222 PAGE 254 Deputy

Certificate of Amendment

19076

Service Producing Inc

to

Service Explorations +
Producing Inc

1-10-91

FILED FOR RECORD
8:20 O'CLOCK A.M.

APR 15 1991

RHONDA KAWALLER
Clerk County Court, Jefferson County,
716

Service Expl + Prod Inc
Jand Dign (Attn: Joan Enft) Esq
PO Box 916
Denver, Colorado 80201 500