

Secretary's Certificate

I, the undersigned, T. L. Bute, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Astant Secretary I am authorized to execute this certificate on behalf the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restd Certificate of Incorporation of Phillips Petroleum Company (to be named ConocoPhillips Company) is a true and correct copy as filed the office of the Secretary of State of Delaware on the 12th day of Dmber 2002, with an effective date of January 1, 2003 and such Certate of Amendment has not been modified, amended, rescinded or rexed and is in full force and effect as of the date hereof.
3. The icked photocopy of the Certificate of Merger of Conoco Inc. with and) ConocoPhillips Company is a true and correct copy as filed in the ce of the Secretary of State of Delaware on the 12th day of Deccoer 2002, with an effective date of December 31, 2002 and such Certate of Merger has not been modified, amended, rescinded or reвол and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corpce seal of the Corporation this 14th day of January, 2003.

T. L. Bute

Assistant Secretary
ConocoPhillips Company

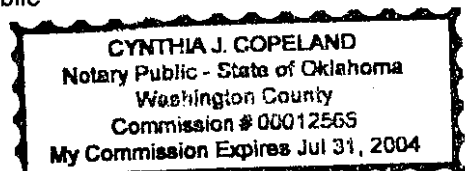


STATE OF OKLAHOA
COUNTY OF WASHINGTON

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This instrum was acknowledged before me on January 14, 2003, by T. L. Bute, Assistant Secretary ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.

Cynthia J. Copeland
Notary Public



Delaware

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The First State

I, HARRIETMITH WINDSOR, 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 "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPSCOMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

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BOOK 358 PAGE 031

DATE: 01-02-03

CERTIFICATE OF AMENDMENT
to the
RESTATED CERTIFICATE OF INCORPORATION
of
PHILLIPS PETROLEUM COMPANY
(to be renamed **ConocoPhillips Company**)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") ConocoPhillips Company."

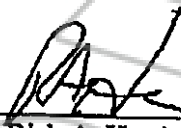
3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

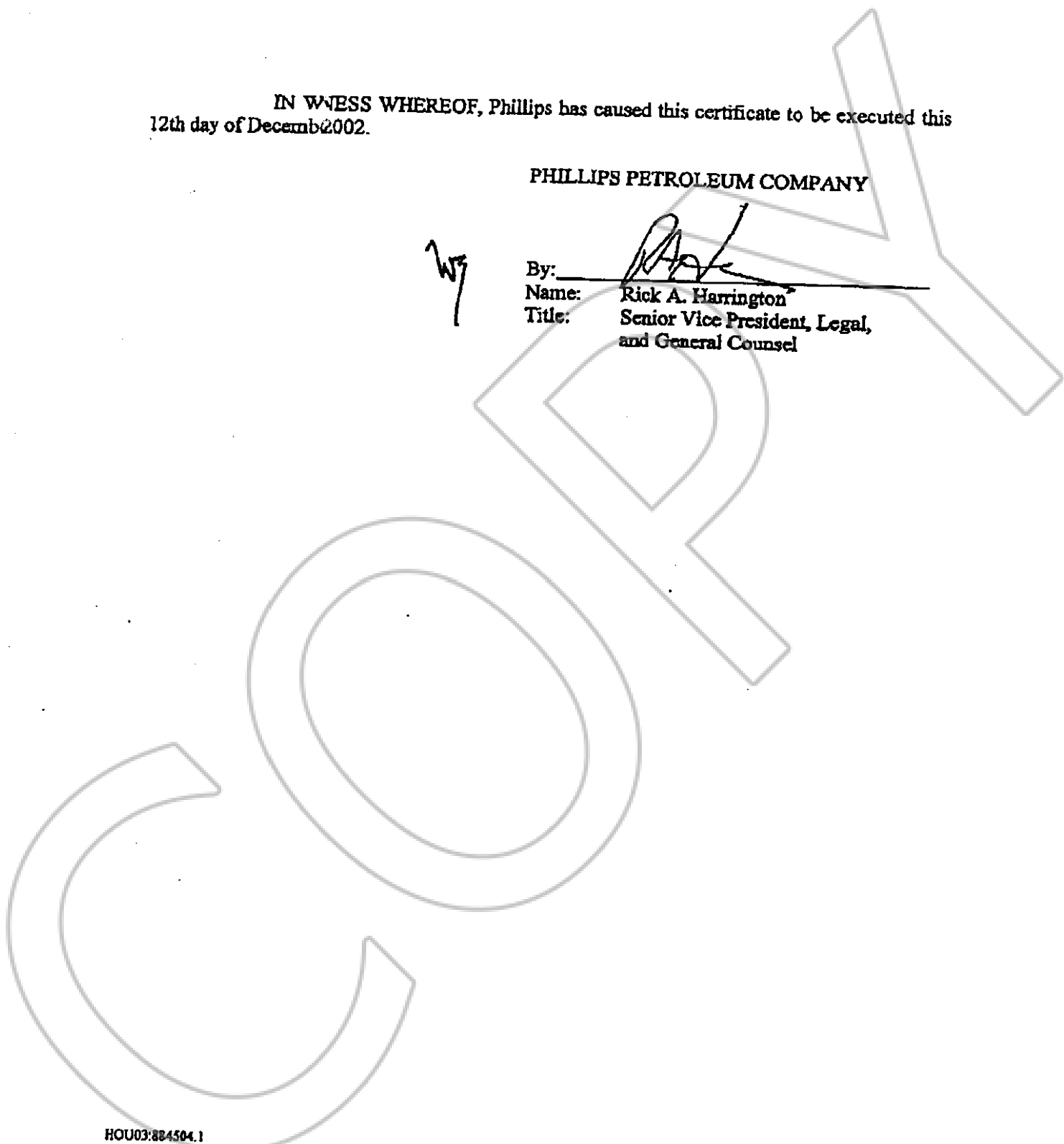
"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m. Eastern time, on December 31, 2002.

IN WNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of Decemb2002.

PHILLIPS PETROLEUM COMPANY

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel



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Delaware

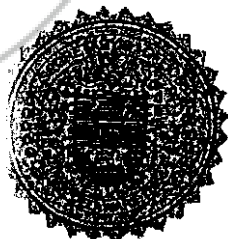
PAGE 1

The First State

I, HARRIETMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC", A DELAWARE CORPORATION,
WITH AND IN "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF
"CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 22, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

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BOOK 358 PAGE 034

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desig to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation" and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting its duly authorized officer, DOES HEREBY CERTIFY that:

First: As the date hereof, the name and state of incorporation of each of the Constituent Corporation of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 1 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m. eastern time, on December 31, 2002.

Dated: Decemr 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

WJ

By: [Signature]
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

COPIES

HOU03:8776754

BOOK 358 PAGE 030
OFFICIAL RECORDS
ConocoPhillips
03 JAN 28 AM 11:51

CLERK OF SUPERIOR COURT, NEVADA
JULIE REBALPATI, RECORDER
FILE NO. FEES 20⁰⁰

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