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State of Delaware

PAGE 1

Cities Serv. Oil & Gas Corp
Box 900 Tulsa, Oklahoma
74102



Office of Secretary of State

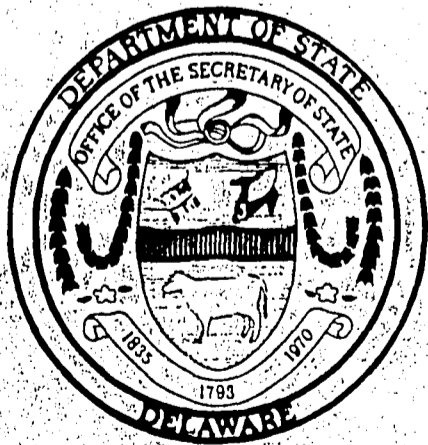
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CITIES SERVICE OIL AND GAS CORPORATION FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1988, AT 10 O'CLOCK A.M.

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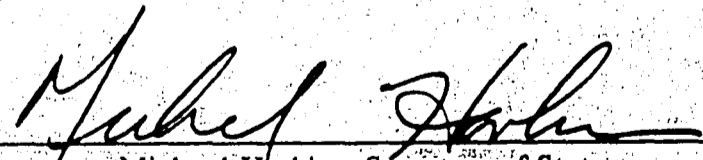
LILLIAN A. BLASTICK
RECORDER, LAKE COUNTY
CROWN POINT, INDIANA 46307

APR 28 11 27 AM '88

STATE OF INDIANA/S.S. NO.
LAKE COUNTY
FILED FOR RECORD



738081035


Michael Harkins, Secretary of State

AUTHENTICATION: 11628433

DATE: 03/21/1988

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CITIES SERVICE OIL AND GAS CORPORATION

* * * * *

(Pursuant to Section 242)

Adopted in accordance with the provisions of the
General Corporation Law of the State of Delaware

* * * * *

We, the undersigned officers of CITIES SERVICE OIL AND GAS CORPORATION, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of and on behalf of the said Corporation as follows:

FIRST: That the Certificate of Incorporation of said Corporation has been amended by striking out the whole of Article FIRST thereof as it now exists and inserting in lieu and instead thereof a new Article FIRST, reading as follows:

"FIRST: The name of the corporation is
OXY USA Inc."

SECOND: That such amendment has been duly adopted in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder entitled to vote.

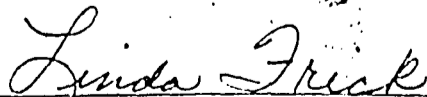
THIRD: That such amendment is effective as of the 1st day of April, 1988.

IN WITNESS WHEREOF, we have signed this certificate and caused the corporate seal of the Corporation to be hereunto affixed this 22nd day of February, 1988.

ATTEST:



Name David A. Hentschel
President



Linda Frick, Assistant Secretary