

813585

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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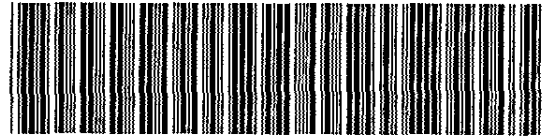
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 235887 7366481

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : September 9, 2003

ORDER TIME : 9:49 AM

ORDER NO. : 235887-585

CUSTOMER NO: 7366481

CUSTOMER: Ms Brenda Pennington
Conocophillips
600 North Dairy Ashford

Houston, TX 77079

CHANGE OF AGENT

NAME: KAYO OIL COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: KAYO OIL COMPANY

2. The principal office address: 600 North Dairy Ashford, Houston, TX 77079-1175

3. The mailing address (if different): 600 N. Dairy Ashford, ML 3170, Houston, TX 77079

4. Date of incorporation/qualification: 05/06/1959 Document number: 813585

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Maureen Cullen (Signature of an officer, chairman or vice chairman of the board) Maureen Cullen, Attorney in Fact (Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Elizabeth A. Dawson (Signature of Registered Agent) 09/11/2003 (Date)

If signing on behalf of an entity:

Elizabeth A. Dawson (Typed or Printed Name) Asst. Vice President (Capacity)

*** FILING FEE: \$35.00 ***