



Brenda Pennington
Tax Associate

Conoco Inc.
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April 25, 2000

Amendment Section
Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800003227228--0
-04/27/00--01087--001
*****35.00 *****35.00

Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Conoco Power Marketing Inc. (formerly DuPont Power Marketing Inc.). I have also enclosed a check in the amount of \$35.00 for the filing fee.

Please call me if you have any questions or comments.

Sincerely,

Brenda Pennington

Brenda Pennington
Tax Associate
State Income Tax

Enclosures

FILED
00 APR 27 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc
T. LEWIS MAY 4 2000

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
APR 27 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DUPONT POWER MARKETING INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE 3. DECEMBER 26, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? DECEMBER 15, 1998

5. CONOCO POWER MARKETING INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Michael A. Gist
Signature

February 10, 2000
Date

M. A. GIST
Typed or printed name

SECRETARY
Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DUPONT POWER MARKETING INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CONOCO POWER MARKETING INC.", THE SIXTEENTH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2521825 8320

001201391

AUTHENTICATION: 0392200

DATE: 04-20-00