

P 37043



ACCOUNT NO. : 072100000032

REFERENCE : 126337 4323297

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
2002 FEB -4 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 28, 2002

ORDER TIME : 9:57 AM

ORDER NO. : 126337-070

CUSTOMER NO: 4323297

CUSTOMER: Ms. Susan Toalson
Phillips Petroleum Company
Corporate Records / Legal
1250 Adams Building
Bartlesville, OK 74004

8000004863538--9

CHANGE OF AGENT

NAME: BAYWAY REFINING COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

C. Coulliette FEB 04 2002

CONTACT PERSON: Ta-tanisha Adams

RECEIVED
02 FEB -4 AM 10:25
DIVISION OF CORPORATE RECORDS
TALLAHASSEE, FLORIDA

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, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : _____

BAYWAY REFINING COMPANY

2. The mailing address of the corporation : 1420 Park Ave., Law Dept.

Linden, NJ 07036

3. Date of incorporation/qualification: January 13, 1992 Document number: P37043

4. The name and address of the current registered agent and office:

CT Corporation System

8751 West Broward Boulevard

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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.

W E Twyman

(Signature of an officer, chairman or vice chairman of the board)

1/21/2002

(Date)

W. E. Twyman, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company

Maureen Cullen

(Signature of Registered Agent)

JAN 31 2002

(Date)

If signing on behalf of an entity:

Maureen Cullen

(Typed or Printed Name)

Assistant Vice President

(Capacity)

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