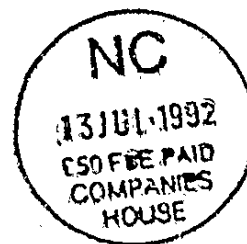


The Companies Act 1985
Company Limited by Shares



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

119961

Kern Oil California Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Britannic House, 1 Finsbury Circus, LONDON, EC2M 7BA

on 3 July 1992

the following SPECIAL RESOLUTION was duly passed, viz:-

that the name of the Company be changed to

BP EXPLORATION MEXICO LIMITED

17/7/1992

Signed

Position

Assistant Secretary

NOTE To be filed within 15 days of the passing of the special resol



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 119961

I hereby certify that

KERN OIL CALIFORNIA LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BP EXPLORATION MEXICO LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17 JULY 1992

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer