

28

PAGE 1

State of Delaware



Office of Secretary of State

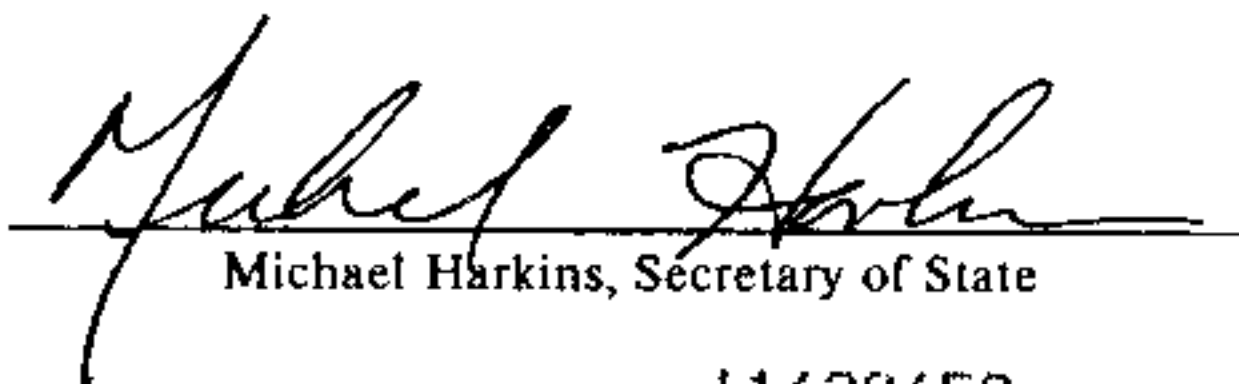
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CITIES SERVICE OIL AND GAS CORPORATION FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1988, AT 10 O'CLOCK A.M.

|||||

BOOK 035 PAGE 833



738081035


Michael Harkins, Secretary of State

AUTHENTICATION: 11628452

DATE: 03/21/1988

Cities Service Oil & Gas Corp
Box 300 *74102*

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.

I CERTIFY THIS
INSTRUMENT WAS FILED

88 MAY -2 AM 10:42

ATTEST: *Thomas P. Snowden, Jr.*
JUDGE OF PROBATE

Linda Frick
Linda Frick, Assistant Secretary

David A. Hentschel
Name David A. Hentschel
President

BOOK 035 PAGE 834