

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1454944

The Registrar of Companies for England and Wales hereby certifies that
BP SHARE SCHEMES TRUSTEES LIMITED(THE)

having by special resolution changed its name, is now incorporated
under the name of
THE BP AMOCO SHARE SCHEMES TRUSTEES LIMITED

Given at Companies House, Cardiff, the 3rd March 1999



C014549442



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC006B

015410

NO. 1454944

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

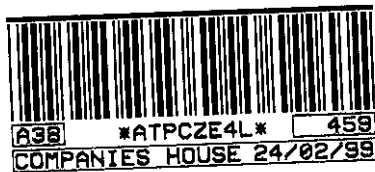
THE BP SHARE SCHEMES TRUSTEES LIMITED

Passed January 29th, 1999.

At an Extraordinary General Meeting of the Members of the Company held at Breakspear Park, Breakspear Way, Hemel Hempstead, Herts, HP2 4UL on January 29th 1999.

It was Resolved that the following resolution be passed as a SPECIAL RESOLUTION namely, that:

The name of the Company be altered to The BP Amoco Share Schemes Trustees Limited.



Andrea Thomas

Secretary

REGISTERED OFFICE:
Britannic House,
1 Finsbury Circus,
London,
EC2M 7BA,
United Kingdom

