

Delaware

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The First State

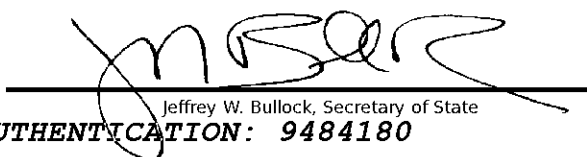
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS 66 COMPANY", FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2012, AT 12:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9484180

DATE: 04-05-12

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
PHILLIPS 66 COMPANY**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Phillips 66 company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring advisable the following amendment to the certificate of incorporation of the Corporation:

Article IV, Section 1 is hereby deleted and replaced with the following text:

"The Corporation shall be authorized to issue 10,000 shares of capital stock, par value \$0.01. All such shares are of one class and are shares of Common Stock."

SECOND: That by action of written consent, the sole stockholder of the Corporation consented to the adoption of such amendment.

THIRD: That said amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

[signature appears on next page]

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by C. Doug Johnson this 5th day of April, 2012.

PHILLIPS 66 COMPANY

By: C. Doug Johnson
Name: C. Doug Johnson
Title: Vice President