

# 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 "NEXEN HOLDINGS U.S.A. INC.", CHANGING ITS NAME FROM "NEXEN HOLDINGS U.S.A. INC." TO "CNOOC HOLDINGS U.S.A. INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 11:08 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2019.

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



  
Jeffrey W. Bullock, Secretary of State

2180778 8100  
SR# 20188437221

Authentication: 204208869  
Date: 12-31-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
NEXEN HOLDINGS U.S.A. INC.**

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**Under Sections 228 and 242 of the  
Delaware General Corporation Law**

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The undersigned, Ashley S. Lewis, Managing Counsel and Secretary of Nexen Holdings U.S.A. Inc., a corporation existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Nexen Holdings U.S.A. Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended as follows:  
  
By striking out the whole of Article 1. thereof as it now exists and inserting in lieu and instead thereof a new Article 1., reading as follows:  
  
"1. The name of the Corporation is:  
  
**CNOOC HOLDINGS U.S.A. INC."**
3. Such amendment has been duly adopted in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law by resolutions of the Board of Directors and resolutions of the Stockholders of the Corporation.
4. Such amendment shall be effective January 1, 2019.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 20<sup>th</sup> day of December, 2018.

  
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Ashley S. Lewis  
Managing Counsel and Secretary