

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 PETROLEUM OFFSHORE U.S.A. INC.", CHANGING ITS NAME FROM "NEXEN PETROLEUM OFFSHORE U.S.A. INC." TO "CNOOC PETROLEUM OFFSHORE U.S.A. INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 12:10 O`CLOCK P.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

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SR# 20188440559

Authentication: 202005101
Date: 01-02-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
NEXEN PETROLEUM OFFSHORE U.S.A. INC.**

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

The undersigned, Ashley S. Lewis, Managing Counsel and Secretary of Nexen Petroleum Offshore 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 Petroleum Offshore 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 PETROLEUM OFFSHORE 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 20th day of December, 2018.



Ashley S. Lewis
Managing Counsel and Secretary