FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 06-24-1999



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+	Conveying Party					
	Name PENNZOIL PRODUCTS COMPANY Formerly	Month Day Year				
	Individual General Partnership	Limited Partnership XXX Corporation Association	1			
	Other	· · · · · · · · · · · · · · · · · · ·				
	XXX Citizenship/State of Incorporation/Organiza	ntion Delaware	7			
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	Receiving Party Name PENNZOIL-QUAKER STATE COM DBA/AKA/TA Composed of Address (line 1) 700 Milam Address (line 2) Address (line 3) HOUSTON City Individual General Partnership XXX Corporation Association	Mark if additional names of receiving parties attached PANY TEXAS State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)				

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млт	RIGARET A. KIRICK Margaret a. Kuriek March 8, 1999			
	of Person Signing Signature Date Signed			

APPLICATION NUMBERS

7	75427562	75430046	75084468
7	' 523 44 73	75277348	75292838
7	75294821	75347084	75371883
7	75380529	75380534	75415551
7	75415593	75415815	75427039
7	75508925	75548405	75567573
7	75592983	75592984	75534593
7	75534370	75534595	75534590

REGISTRATION NUMBERS

189005	871620	1329191
190711	1019785	1331509
319772	1047960	1358683
528683	1047961	1372070
532025	1048337	1379998
533753	1064196	1380763
546521	1089012	1385612
560730	1126319	1392728
600572	1137162	1396287
697353	1149480	1399832
716735	1151409	1404364
716736	1169820	1408156
716737	1228726	1419702
717418	1252408	1425316
719146	1264616	1428744
719148	1270510	1430814
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788649	1295220	1466064
790228	1300117	1484930
792477	1302363	1489027
792478	1304334	1491887
798301	1304340	1496326
607740	1305606	1497366
844864	1311756	1500074
849168	1318114	1500118
857723	1321722	1500120

1505171	1754219	1955179
1505755	1763895	1967200
1551292	1770963	1981161
1560411	1771022	1989226
1562593	1800398	2029575
1562594	1811798	2049987
1563444	1815609	2064092
1601799	1820949	2074064
1601800	1824804	2084832
1603348	1824807	2091546
1604287	1824808	2146239
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1649243	1830070	2175082
1667324	1831017	2179127
1668192	1833613	2186422
1676490	1835084	2204623
1676502	1836524	2207995
1684739	1841117	2213361
1692256	1876284	1534388
1692257	1878365	1909109
1702167	1892854	
1707710	1895767	
1709668	1897262	
1724943	1912905	
1729747	1923232	
1735999	1934319	

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "PENNZOIL PRODUCTS COMPANY", CHANGING ITS NAME FROM "PENNZOIL PRODUCTS COMPANY" TO "PENNZOIL-QUAKER STATE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

9492865

DATE:

12-29-98

TRADEMARK REEL: 1886 FRAME: 0319

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF PENNZOIL PRODUCTS COMPANY

Pennzoil Products Company (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

- I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the DGCL and has been consented to in writing by the sole stockholder of the Corporation in accordance with Section 228 of the DGCL.
- II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of this corporation (the "Corporation") is Pennzoil-Quaker State Company."

IN WITNESS WHEREOF, this Certificate has been executed by an authorized officer of the Corporation on this 29th day of December, 1998.

PENNZOIL PRODUCTS COMPANY

Vinda F. Condit

Vice President and Secretary

HOU03:577707.1

RECORDED: 03/12/1999