ORIGINAL COPY FILED AND RECORDED SECRETARY OF STATE OF KENTUCKY FRANKFORT, KENTUCKY

MAR 22 1983 AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE

OF

BRITISH AMERICAN PETROLEUM LAUREL

STATE OF NEW JERSEY ss.: COUNTY OF BERGEN

290652

In compliance with the requirements of KRS 362.650 (relating to requirements for amendment and for cancellation of certificate), THE UNDERSIGNED, being duly sworn, deposes and says that:

> 1. NAME: The name of the Limited Partnership is:

> > BRITISH AMERICAN PETROLEUM LAUREL

- 2. PRINCIPAL PLACE OF BUSINESS: The location of the principal place of business of this Limited Partnership is c/o Robert H. Thompson, Esq., 265 Vanderbilt Drive, Lexington, KY 40503.
- The last preceding filing, with respect to such partnership was made in the Department of State on December 28. 1982.
- The amendments to the Certificate of Limited Partnership are as follows:

Paragraph 4 of the Certificate of Limited Partnership of British American Petroleum Laurel is hereby amended so that, as amended, said Paragraph 4 shall read as follows:

NAME AND RESIDENCE OF GENERAL PARTNER: The name and residence of the General Partner is as follows:

> British American Petroleum Corporation 2 Executive Drive Fort Lee, New Jersey 07024.

NAMES AND RESIDENCES OF LIMITED PARTNERS: names and residences of the Limited Partners are as follows:

Lamar & Ruth Alsop, JT TEN	484 W. 43rd Street New York, NY 10036
John J. Forma	Pucker Street Farm Warrensburg, NY 12885
Paul & Carol Gemignani, JT TEN	15 Laurel Avenue Tenafly, NJ 07670
John W. Harwood	3 Yon Road Huntington, NY 11743
Howard Lane	1302 Maplewood Piqua, OH 45356
Richard Lazaar, C.P.A., Agent The Linn Group	Suite 1913 215 Park Avenue South New York, NY 10003
Thomas Montani	New York Protective Covering, Ind., Inc. Bldg. #3 Brooklyn Navy Yard Brooklyn, NY 11205
William & Alice Wells, JT TEN	1810 Reese Manor Drive Finksburg, MD 21048
Marvin Edelman	18 Hampton Avenue Yonkers, NY 10701
Charles Zarucki	75 Cedar Drive Great Neck, NY 11021
Richard F. Smith	249 Crest Road Ridgewood, NJ 07450
Vincent Forma	100 Willow Drive Old Tappan, NJ 07675"

Paragraph 6 of the Certificate of Limited Partnership of British American Petroleum Laurel is hereby amended so that, as amended, said Paragraph 6 shall read as follows:

"6. CONTRIBUTIONS OF LIMITED PARTNERS: Each Limited Partnership Unit was offered at \$23,440.00 per Unit. The number of Units subscribed to by each of the Limited Partners is as follows:

Name Number	of Units
Lamar & Ruth Alsop, JT TEN	½
John J. Forma	3
Paul & Carol Gemignani, JT TEN	7
John W. Harwood	2
Howard Lane	11/2
Richard Lazaar, C.P.A., Agent The Linn Group	¹ 2
Thomas Montani	7
William & Alice Wells, JT TEN	¹ 5
Marvin Edelman	2
Charles Zarucki	2
Richard F. Smith	3
Vincent Forma	1"

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th day of March, 1983.

GENERAL PARTNER:

BRITISH AMERICAN PETROLEUM CORPORATION

John J. Førma, Chairman of the Board

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th day of March, 1983, on behalf of all of the Limited Partners of British American Petroleum Laurel, pursuant to authority granted as set forth in the attached affidavit.

BRITISH AMERICAN PETROLEUM CORPORATION

John J. Forma, Chairman of the Board

AFFIDAVIT

STATE	OF	NEW	JERSEY)	
)	ss.:
COUNTY	OF	BEI	RGEN)	

JOHN J. FORMA, being duly sworn upon his oath deposes and says:

- 1. I am the Chairman of British American Petroleum Corporation, the General Partner of British American Petroleum Laurel and I am duly authorized to make this affidavit.
- 2. Pursuant to authority granted by the Limited Partnership Agreement of British American Petroleum Laurel, signed by each of the Limited Partners, the General Partner, British American Petroleum Corporation, is authorized to sign the attached Amendment to Certificate of Limited Partnership on behalf of each of the Limited Partners.

IN WITNESS WHEREOF, I have nereunto set my hand and seal as Chairman of British American Petroleum Corporation this 11th day of March, 1983.

BRITISH AMERICAN PETROLEUM CORPORATION

By:

John J. Forma, Chairman of the Board

CORPORATE ACKNOWLEDGEMENT

STATE OF	NEW	JERSEY)	
)	SS.:
COUNTY C	OF BEI	RGEN)	

Before me, a Notary Public in and for said County and State, on this day personally appeared JOHN J. FORMA, known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged that the same were the acts of the said BRITISH AMERICAN PETROLEUM CORPORATION, a Delaware corporation, and that he executed the same as the acts of such corporation for the purposes and considerations therein expressed, and in the capacity therein stated.

IN WITNESS WHEREOF, I have herewith set my hand and official seal this 11th day March, 1983.

Notary

Motory Public, State of New Jersey
Notory Public, State of New Jersey
No. M.1211
Comfissed in Bargen County
Commission Lipital Nov. 28, 1987