

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

Corporate ID _____

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Texaco Refining and Marketing Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Texaco Refining and Marketing Inc.

SECOND: The name which it elects to use in Rhode Island is _____

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 28, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 32 Lockerman Square, Suite L-100, Dover, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3A, 101 Dyer Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

to engage in the manufacturing, transportation and marketing of petroleum and petroleum products.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
See attached list	Director	
	Director	
	President	
See attached list	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10	Common	-	\$100

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10	Common	-	\$100

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 4,500,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 6,900,000.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 492,552,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 10,000,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

TEXACO REFINING AND MARKETING INC.
(Delaware)

OFFICERS AND DIRECTORS LIST

<u>Name</u>	<u>Office</u>	<u>Address</u>
James L. Dunlap	Director and Chairman of the Board	1111 Rusk Street Houston, TX 77002
Glen F. Tilton	Director, President and CEO	1111 Rusk Street Houston, TX 77002
Allen J. Krowe	Director and Vice President	2000 Westchester Avenue White Plains, NY 10650
Raymond A. O'Doherty	Vice President	2000 Westchester Avenue White Plains, NY 10650
Robert C. Oelkers	Vice President	1437 South Boulder Tulsa, OK 74119
Lester A. Amidei, Jr.	Vice President	10 Universal City Plaza Universal City, CA 91608
Carl B. Davidson	Secretary	2000 Westchester Avenue White Plains, NY 10650
David C. Crikelair	Treasurer	2000 Westchester Avenue White Plains, NY 10650
Patrick J. Lynch	Comptroller	2000 Westchester Avenue White Plains, NY 10650
Arthur G. Taylor	General Counsel	2000 Westchester Avenue White Plains, NY 10650
Robert S. Bevan	General Tax Counsel	2000 Westchester Avenue White Plains, NY 10650
Mari-Ann A. Akiyama	Assistant Secretary	10 Universal City Plaza Universal City, CA 91608
Bridget H. Crist	Assistant Secretary	1437 South Boulder Tulsa, OK 74119
Pauline S. Cowart	Assistant Secretary	1111 Rusk Street Houston, TX 77002
Lowell N. Elsen	Assistant Secretary	400 Poydras Street New Orleans, LA 70130

CERTIFICATE OF INCORPORATION
OF
Texaco Refining and Marketing Inc.

ARTICLE I

The name of the Corporation is
Texaco Refining and Marketing Inc.

ARTICLE II

The address of the registered office of the
Corporation in the State of Delaware is No. 32 Loockerman
Square, Suite L-100, in the City of Dover, County of Kent.
The name of its registered agent at that address is The
Prentice-Hall Corporation System, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any
lawful act or activity for which corporations may be
organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the
Corporation has authority to issue is 10 shares of Common
Stock, with a par value of One Hundred Dollars (\$100) per
share.

Each share of Common Stock shall be equal to every other share of Common Stock in every respect. Each share of the Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote.

ARTICLE V

All powers of the Corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or required by law.

For the management of the business and for the conduct of the affairs of the Corporation, and in further creation, definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders and not in limitation of the powers conferred by the laws of the State of Delaware, it is further provided:

(1) Elections of directors need not be by written ballot unless the ByLaws of the Corporation shall so provide; and

(2) The Board of Directors is expressly authorized and empowered to adopt, amend, or repeal all or any of the ByLaws of the Corporation.

(3) The personal liability of the directors of the Corporation is hereby eliminated to the fullest

extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

ARTICLE VI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VII

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
N. S. Truax	32 Loockerman Square, Suite L-100 Dover, Delaware

IN WITNESS WHEREOF, the undersigned, being the sole incorporator named above, has hereunto set her hand and seal this 28th day of December, 1989.



N. S. Truax, Incorporator

Dated March 29, 1990

Texaco Refining and Marketing Inc.
[Exact Corporate Name of Corporation Making Application]

By Allen J. Krowe
Allen J. Krowe Its Vice President
and R.E. Koch
R.E. Koch Its Asst. Secretary

STATE OF New York }
COUNTY OF Westchester } Sc.

At 2000 Westchester Ave in said County on the 29th day
of March 19 90, before me personally appeared
Allen J. Krowe, who being by me first duly sworn, declared that
he is the Vice President of Texaco Refining and Marketing, Inc.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Marie L. Northouse
Notary Public

(NOTARIAL SEAL)

MARIE L. NORTHOUSE
Notary Public, State of New York
No. 496101
Qualified in Westchester County
Commission Expires Dec. 22, 1997

Rec'd & Filed APR 10 1990

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Q#7

60031

REC'D & FILED
APR 10 1990