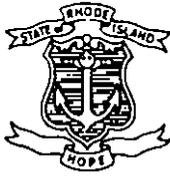


Filing and License Fee: \$310.00 minimum

ID Number: 139894



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAY 5 10 31 AM '04

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

- 1. The name of the corporation is The Premcor Refining Group Inc. *OK*
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - _____
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
 - _____
- 4. The date of its incorporation is 02/08/1988 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
- 7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of petroleum products

- 8. The names and respective addresses of the directors and officers are:

<u>Name</u>	<u>Address</u>
Director	- SEE ATTACHED -
Director	FILED
President	MAY 05 2004
Vice President	By <u>KMAC</u>
Treasurer	C 30183
Secretary	

9. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common	N/A	0.01

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common	N/A	0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,000,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 100,000,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: April 28, 2004

THE PREMCOR REFINING GROUP INC.

Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

In Old Greenwich, on this 28th day of April, 2004, before me personally appeared Jeffrey Dill who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires:

KATHY F. SACHELI
NOTARY PUBLIC

MY COMM. EXPIRES OCT. 31, 2005

**RHODE ISLAND APPLICATION FOR CERTIFICATE OF AUTHORITY
ATTACHMENT - ITEM #8: DIRECTORS & OFFICERS LIST**

THE PREMCOR REFINING GROUP INC.

Address for all: 1700 East Putnam Avenue, Suite 400
Old Greenwich, Connecticut 06870

NAME

Thomas D. O'Malley
Henry M. Kuchta
William E. Hantke
Michael D. Gayda
Joseph D. Watson

Director - Chairman
Director
Director
Director
Director

NAME

Thomas D. O'Malley
Henry M. Kuchta
William E. Hantke
Michael D. Gayda
Joseph D. Watson

TITLE

Chairman and Chief Executive Officer
President and Chief Operating Officer
Chief Financial Officer, Executive Vice President and Treasurer
Senior Vice President, General Counsel and Secretary
Senior Vice President – Corporate Development and
Assistant Secretary
Senior Vice President – Finance and Controller
Senior Vice President and Chief Administrative Officer
Senior Vice President – Commercial
Vice President – Environmental, Health & Safety
Vice President – External Reporting
Vice President – Human Resources
Vice President – Tax
Vice President – Domestic and International Crude
Vice President – Refinery Operations
Assistant Secretary
Assistant Treasurer

Dennis R. Eichholz
James R. Voss
Donald F. Lucey
Bruce A. Jones
Karyn Ovelmen
Peter Terenzio
John Tullie
Chet Kuchta
Bob Herman
Jeffrey Dill
Larry Katz

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE PREMCOX REFINING GROUP INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 1988, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AOC ACQUISITION CORPORATION" TO "CLARK OIL & REFINING CORPORATION", FILED THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1988, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1988, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

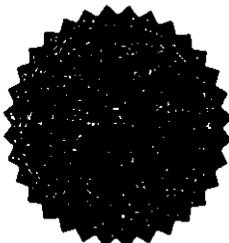
CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF FEBRUARY, A.D. 1993, AT 11:30 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF FEBRUARY, A.D. 1993, AT 11:31 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLARK OIL

2151371 8100H

040298572



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3071050

DATE: 04-23-04

Delaware

PAGE 2

The First State

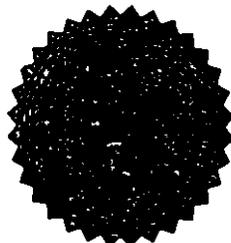
& REFINING CORPORATION" TO "CLARK REFINING & MARKETING, INC.",
FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 1993, AT 10:45
O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLARK
REFINING & MARKETING, INC." TO "THE PREMCOR REFINING GROUP
INC.", FILED THE NINTH DAY OF MAY, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.

2151371 8100H

040298572



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3071050

DATE: 04-23-04