

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

VALERO MARKETING AND SUPPLY COMPANY

File Number C 130035

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: August 13, 1999

Pete T. Cenarrusa
SECRETARY OF STATE



By *Steve L. Wainright*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

20 AUG 13 AM 8:47

1. The name of the corporation is VALERO MARKETING AND SUPPLY COMPANY

STATE OF IDAHO

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of DELAWARE

4. Its date of incorporation is JUNE 28, 1995

5. The address of its principal office is ONE VALERO PLACE, SAN ANTONIO, TX 78212-3186

6. The address to which correspondence should be addressed, if different from item 5, is _____

P.O. BOX 500, SAN ANTONIO, TX 78292-0500

7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise,

Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

SEE ATTACHMENT "A"

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: August 10, 1999

VALERO MARKETING AND SUPPLY COMPANY

(Corporation name)

By Jay Browning

Its Secretary

(specify capacity of signer)

Customer Acct #: IDAB1119990900

(if using pre-paid account)

CK: 5007302747, State Secretary, 241954

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Revised 7/97

g:\corp\forms\ACA.pm6

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Attachment "A"

<u>Name</u>	<u>Office</u>	<u>Address</u>
William E. Greehey	Director, Chairman of the Board, Chief Executive Officer and President	One Valero Place San Antonio, TX 78212-3186
S. Eugene Edwards	Director, Senior Vice President	One Valero Place San Antonio, TX 78212-3186
Michael S. Ciskowski	Vice President	One Valero Place San Antonio, TX 78212-3186
R.A. ("Ron") Frisk	Vice President	One Valero Place San Antonio, TX 78212-3186
John D. Gibbons	Vice President	One Valero Place San Antonio, TX 78212-3186
Peter V. Groetzinger	Vice President	One Valero Place San Antonio, TX 78212-3186
Gregory W. Kaneb	Vice President	One Valero Place San Antonio, TX 78212-3186
Gregory C. King	Vice President and General Counsel	One Valero Place San Antonio, TX 78212-3186
John H. Krueger	Vice President and Controller	One Valero Place San Antonio, TX 78212-3186
Clifford E. Neubauer	Vice President	One Valero Place San Antonio, TX 78212-3186
Norman L. Renfro	Vice President	One Valero Place San Antonio, TX 78212-3186
Gary W. Spangler	Vice President	One Valero Place San Antonio, TX 78212-3186
Wade E. Upton	Vice President	One Valero Place San Antonio, TX 78212-3186
John L. Wilson	Vice President	One Valero Place San Antonio, TX 78212-3186
Jay D. Browning	Secretary	One Valero Place San Antonio, TX 78212-3186
Donna Titzman	Treasurer	One Valero Place San Antonio, TX 78212-3186
T. Wyatt Stripling	Tax Director	One Valero Place San Antonio, TX 78212-3186
Wayne J. Drymala	Assistant Controller	One Valero Place San Antonio, TX 78212-3186
Kimberly S. Bowers	Assistant Secretary	One Valero Place San Antonio, TX 78212-3186
Eric A. Fisher	Assistant Secretary	One Valero Place San Antonio, TX 78212-3186
Roy G. Martin, Jr.	Assistant Secretary	One Valero Place San Antonio, TX 78212-3186

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALERO MARKETING AND SUPPLY COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature of Edward J. Freel in black ink.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9904914

991323953

DATE: 08-05-99