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ATTY DKT. NO. T-5205...

Form P

Patent & TMO/TM Mail Rpt Dt. #22

U.S. Department of Commerce
Patent and Trademark Office

MRD
5.12.00



101374602

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

SUBMISSION TYPE:

- New
- Resubmission (Non-Recordation) - Document ID _____
- Correction of PTO Error: Reel: ___/Frame
- Corrective Document: Reel: ___/Frame _____

CONVEYANCE TYPE:

- Assignment
- License
- Security Agreement
- Merger
- Nunc Pro Tunc Assignment
- Change of Name
- Other: _____

Effective Date: July 31, 1997

4 Total number of pages of attached conveyance document including any attachments.

CONVEYING PARTY(IES):

Name: Valero Refining and Marketing Company
Formerly

- Individual
Citizenship: _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other: _____

Address

ADDITIONAL NAME(S) OF CONVEYING PARTIES ATTACHED?

- YES
- NO

RECEIVING PARTY(IES):

Name: Valero Energy Corporation
Address: One Valero Place
San Antonio, Texas 78212

- Individual
Citizenship: _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other: _____

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.) Yes No

ADDITIONAL NAME(S) OF RECEIVING PARTIES ATTACHED?

- YES
- NO

DOMESTIC REPRESENTATIVE:

Name
Address:

CORRESPONDENT:

Name: Thomas E. Sisson
Address: Jackson Walker, LLP
112 E. Pecan, Suite 2100
San Antonio, TX 78205
Telephone: 210-978-7700

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01 FC:481 40.00 DP
02 FC:482 50.00 DP

TRADEMARK
REEL: 002083 FRAME: 0567

APPLICATION NUMBER(S) OR PATENT NUMBER(S):

A. Trademark Application No. (s):
App. No. ___ filed ___ for "___"

Additional numbers attached?
 Yes No

B. Trademark Registration Nos.
1,650,401, issued July 9, 1991
1,314,004, issued January 8, 1985
1,202,362, issued July 20, 1982

Additional numbers attached?
 Yes No

STATEMENT AND SIGNATURE

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.



THOMAS E. SISSON

DATE
05/10/00

**TOTAL NUMBER OF PROPERTIES
(APPLICATIONS AND REGISTRATIONS)**

INVOLVED: 3 (\$40.00 first/\$25.00 each add'l)

TOTAL FEE (37 CFR 3.41): \$90.

Enclosed


Authorized to Charge Account No. 07-2400.

DEPOSIT ACCOUNT NUMBER 07-2400. (Attach duplicate copy of this form if paying by deposit account.)

CERTIFICATE OF MAILING

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited on the date shown below with the United States Postal Service, with sufficient postage as First Class Mail (37 CFR 1.8(a)), in an envelope addressed to Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Date: May 10, 2000



Bianca Grossweiler

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "VALERO ENERGY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 1997, AT 3:25 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 1997, AT 3:26 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VALERO REFINING AND MARKETING COMPANY" TO "VALERO ENERGY CORPORATION", FILED THE THIRTY-FIRST DAY OF JULY, A.D. 1997, AT 5:15 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE:

0415989

05-03-00

TRADEMARK
REEL: 002083 FRAME: 0569

7-31-97

**CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
VALERO REFINING AND MARKETING COMPANY**

Valero Refining and Marketing Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "corporation"), **DOES HEREBY CERTIFY:**

FIRST: That, in accordance with Section 141 of the General Corporation Law of the State of Delaware, the Board of Directors of the corporation on April 23, 1997, adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the corporation (the "Restated Certificate of Incorporation"), declaring said amendment to be advisable and recommending that the sole stockholder of said corporation approve the same. The resolutions setting forth the proposed amendment are as follows:

WHEREAS, the Board of Directors of the Company, having heretofore authorized the filing of the Restated Certificate of Incorporation, has determined and hereby declares it to be advisable, to further amend such Restated Certificate of Incorporation as hereinafter set forth;

NOW THEREFORE, BE IT RESOLVED, that the First Article of the Restated Certificate of Incorporation of the Company be changed so that, as amended, said Article shall be and read in its entirety as follows:

"1 The name of the corporation is Valero Energy Corporation."

and;

FURTHER RESOLVED, that, subject to the approval of the sole stockholder of the Company, as hereinafter set forth, this Board of Directors hereby adopts an amendment to the Restated Certificate of Incorporation of the Company, in the form as presented to this Board of Directors and incorporated herein by reference, and which further amends such Restated Certificate of Incorporation as herein set forth; and

FURTHER RESOLVED, that the Board of Directors recommends that the sole stockholder of the Company approve such amendment to the Restated Certificate of Incorporation by executing a consent of sole stockholder with respect thereto pursuant to Section 228 of the Delaware General Corporation Law; and

FURTHER RESOLVED, that, subject to such stockholder approval, the Chief Executive Officer, the President or any Vice President of the Company be, and each of them hereby are, authorized to execute, and the Secretary or any Assistant Secretary of the Company

be, and each of them hereby are, authorized to execute, attest and seal with the corporate seal of the Company, an amendment to the Restated Certificate of Incorporation substantially in the form as presented to this Board of Directors, and that such officer or officers, or any of them, be, and they hereby are, authorized and directed to cause the said amendment to be filed with the Secretary of State of the State of Delaware in the manner and in such places as may be required by Sections 103, 242 and/or 245 of the Delaware Corporation Law, or such other Sections thereof as shall be applicable, and in the State of Texas in the manner and in such places as may be required by the Texas Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to do or cause to be done any and all such further acts and things and to execute and deliver or cause to be executed and delivered any and all such documents, papers and instruments as, with the advice of counsel, they may deem necessary or desirable in order to carry into effect the intent and purposes of the foregoing actions of this Board of Directors.

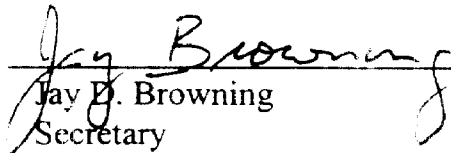
SECOND: In accordance with Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Amendment shall be effective at 12:01 a.m., Central Daylight Time, on August 1, 1997, notwithstanding the actual date and time of filing hereof.

IN WITNESS WHEREOF, said Valero Refining and Marketing Company has caused this Certificate of Amendment of Restated Certificate of Incorporation of the corporation to be executed in its corporate name by Edward C. Benninger, its President, and attested to by Jay D. Browning, its Secretary, this **31st** of **July**, 1997.

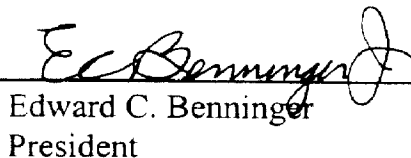
ATTEST:

Valero Refining and Marketing Company,
a Delaware Corporation

By: _____


Jay D. Browning
Secretary

By: _____


Edward C. Benninger
President