

10-24-2002

MRD 10-22-02



Form PTO-1594 (Rev. 03/01) REC T. 102257560 DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0851-0027 (exp. 5/31/2002)

Tab settings

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

<p>1. Name of conveying party(ies): UltraMar Diamond Shamrock Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Valero Energy Corporation Internal Address: Attn: Eliot Bowytz, Attorney Street Address: One Valero Place City: San Antonio State: TX Zip: 78212-3188</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>If assignor is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 12/31/01</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 75/436666 _____</p> <p>B. Trademark Registration No.(s) _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Valero Energy Corporation Internal Address: Attn: Nancy Peeler Commercial Law Dept. _____</p> <p>Street Address: One Valero Place _____</p> <p>City: San Antonio State: TX Zip: 78212-3188</p>	<p>6. Total number of applications and registrations involved: 7</p> <p>7. Total fee (37 CFR 9.41).....\$ 40.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to _____</p> <p>8. _____</p>

DO NOT USE THIS SPACE

9. Signature.

Eliot G. Bowytz
Name of Person Signing

Signature

October 15, 2002
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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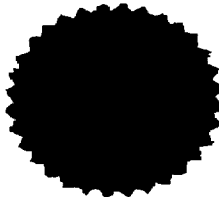
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ULTRAMAR DIAMOND SHAMROCK CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "VALERO ENERGY CORPORATION" UNDER THE NAME OF "VALERO ENERGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1537889

DATE: 01-03-02

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CERTIFICATE OF MERGER
of
ULTRAMAR DIAMOND SHAMROCK CORPORATION
with and into
VALERO ENERGY CORPORATION

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, Valero Energy Corporation ("Valero"), a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein recited (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Valero Energy Corporation	Delaware
Ultramar Diamond Shamrock Corporation	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 4, 2001, by and between Valero and Ultramar Diamond Shamrock Corporation ("UDS") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That Valero shall be the surviving corporation of the Merger (the "Surviving Corporation"), and that the name of the Surviving Corporation shall be "Valero Energy Corporation."

FOURTH: That the Restated Certificate of Incorporation of Valero shall be the Certificate of Incorporation of the Surviving Corporation as of the effective time of the Merger and that pursuant to unanimously adopted resolutions of the Board of Directors of Valero and the approval on September 27, 2001 of the stockholders of Valero, the first paragraph of Article IV of the Restated Certificate of Incorporation of Valero is hereby amended and recited in its entirety as follows:

"The total number of shares of all classes of stock that the corporation shall have authority to issue is 320,000,000 shares, divided into classes as follows: 300,000,000 shares shall be Common Stock, par value \$0.01 per share ("Common Stock"); and 20,000,000 shares shall be Preferred Stock, par value of \$0.01 per share ("Preferred Stock"). Shares of any class of stock of the

Oct-22-02 11:20am From-Valero Legal Department
Oct-18-02 00:47am From-Valero Legal Department

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T-114 P.004/005 F-474

corporation may be issued for such consideration and for such corporate purposes as the Board of Directors of the corporation may from time to time determine."

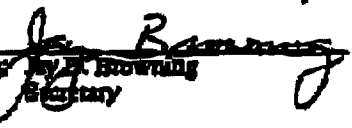
FIFTH: That the executed Merger Agreement is on file at the principal executive offices of Valero, located at One Valero Place, San Antonio, Texas 78212.

SIXTH: That a copy of the Merger Agreement will be furnished by Valero, on request and without cost, to any stockholder of Valero or UPR.

SEVENTH: That this Certificate of Merger shall become effective on December 31, 2001 at 11:59 p.m., New York City time.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by a duly authorized officer of Valero on this 31 day of December, 2001.

VALERO ENERGY CORPORATION

BY: 
Name: Jay R. Browning
Title: Secretary