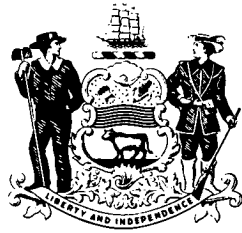


# **EXHIBIT 21**



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF INCORPORATION OF DIAMOND CHEMICALS COMPANY FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1983, AT 10 O'CLOCK A.M.

|||||

*Glenn C. Kenton*  
Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10098056

DATE: 10/28/1983

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10AM

## RESTATED CERTIFICATE OF INCORPORATION

*Wm. C. Kinton*  
SECRETARY OF STATE

DIAMOND CHEMICALS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Diamond Chemicals Company and the name under which the Corporation was originally incorporated is Diamond Alkali Company.

The date of filing its original Certificate of Incorporation with the Secretary of State of Delaware was December 28, 1928.

2. This Restated Certificate of Incorporation hereby restates, integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles FIRST, THIRD and FOURTH so that, as amended, they will read in their entirety as follows:

"FIRST: The name of the Corporation is Diamond Shamrock Chemicals Company."

"THIRD: 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 the State of Delaware."

"FOURTH: The total authorized capital stock the Corporation is authorized to issue is 1,000 shares of Common Stock, \$1.00 par value.

Each holder of shares of Common Stock of the Corporation entitled to vote shall have one vote for each share of Common Stock thereof held.

The Corporation shall be entitled to treat the person in whose name any share of its Common Stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share of Common Stock on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable laws."

This Restated Certificate of Incorporation hereby restates, integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles EIGHTH, NINTH and TWELFTH so that, as amended, they will become Articles FIFTH, SIXTH and SEVENTH, respectively, and read in their entirety as follows:

"FIFTH: In furtherance of, and not in limitaton of the powers conferred by statute, the Board of Directors is expressly authorized and empowered:

(a) to make and alter the By-Laws of the Corporation; provided, however, that the By-Laws made by the Board of Directors under the powers hereby conferred may be altered or repealed by the Board of Directors or by the stockholders having voting powers with respect thereto; and

(b) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by applicable law.

The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law."

"SIXTH: The stockholders and Board of Directors of the Corporation shall have power to hold their meetings and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors."

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

This Restated Certificate of Incorporation hereby deletes Articles FIFTH, SIXTH, TENTH and ELEVENTH in their entirety.

3. The text of this Restated Certificate of Incorporation as amended or supplemented heretofore is further amended to read as herein set forth in full:

FIRST: The name of the Corporation is Diamond Shamrock Chemicals Company.

SECOND: The registered office of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: 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 the State of Delaware.

FOURTH: The total authorized capital stock the Corporation is authorized to issue is 1,000 shares of Common Stock, \$1.00 par value.

Each holder of shares of Common Stock of the Corporation entitled to vote shall have one vote for each share of Common Stock thereof held.

The Corporation shall be entitled to treat the person in whose name any share of its Common Stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share of Common Stock on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable laws.

FIFTH: In furtherance of, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered:

(a) to make and alter the By-Laws of the Corporation; provided, however, that the By-Laws made by the Board of Directors under the powers hereby conferred may be altered or repealed by the Board of Directors or by the stockholders having voting powers with respect thereto; and

(b) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by applicable law.

The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

SIXTH: The stockholders and Board of Directors of the Corporation shall have power to hold their meetings and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

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

4. This Restated Certificate of Incorporation was duly adopted by a majority vote of stockholders of the Corporation in accordance with Sections 242 and 245 of The General Corporation Law of the State of Delaware.

5. This Restated Certificate of Incorporation shall become effective on November 1, 1983.

IN WITNESS WHEREOF, said Diamond Chemicals Company has caused this Restated Certificate of Incorporation to be signed by J. F. Kelley, its Vice President, and its corporate seal to be affixed and attested by T. J. Fretthold, its Secretary, this 21st day of October, 1983.

DIAMOND CHEMICALS COMPANY

By J. F. Kelley  
Vice President



(CORPORATE SEAL)

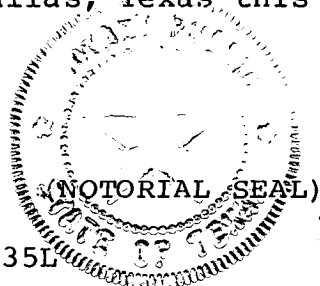
ATTEST:

By T. J. Fretthold  
Secretary

STATE OF TEXAS )  
                  )     SS  
COUNTY OF DALLAS )

On this 21st day of October, 1983, personally appeared before me the undersigned, a Notary Public, in and for said County, J. F. Kelley, known to me to be a Vice President of Diamond Chemicals Company, a Delaware corporation, who acknowledged that he did execute this Restated Certificate of Incorporation as such officer for and on behalf of Diamond Chemicals Company, and that the same is his free act and deed as such officer and the free and corporate act and deed of Diamond Chemicals Company and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Dallas, Texas this 21st day of October, 1983.



Mary J. Carpenter  
Notary Public

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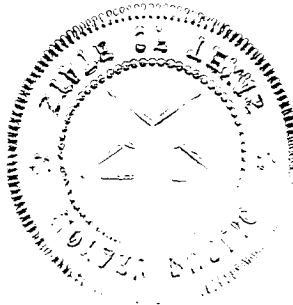
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LEO J. DUGAN, Jr., Recorder

PLEASE RETURN TO  
THE CORPORATION TRUST COMPANY

RECEIVED FOR RECORD



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LEO J. DUGAN, Jr., Recorder

OCT 26 1983

RECEIVED FOR RECORD

