

EXHIBIT 34

State of Delaware



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 CERTIFICATE OF INCORPORATION OF DIAMOND SHAMROCK EXPLORATION COMPANY FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1983, AT 10 O'CLOCK A.M.

: : : : : : : : :

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

732420012

AUTHENTICATION: 10053487

DATE: 08/30/1983

**DEPOSITION
EXHIBIT**
*FRETTHOLD
NO. 11*

CERTIFICATE OF INCORPORATION
OF
DIAMOND SHAMROCK EXPLORATION COMPANY

The undersigned, for the purpose of incorporating and organizing a Company under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

1. The name of the company (the "Company") is Diamond Shamrock Exploration Company.
2. The address of the Company's registered office in the State of Delaware is 100 West Tenth Street, City of Wilmington, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.
3. The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the GCL.
4. The total number of shares of capital stock which the Company shall have authority to issue is 1,000 shares of Common Stock, \$1.00 par value per share.
5. The name and mailing address of the incorporator is Timothy J. Fretthold, 3300 Diamond Shamrock Tower, 717 North Harwood Street, Dallas, Texas 75201.
6. The names and mailing addresses of the persons who are to serve as Directors of the Company until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
C. Barton Groves	Diamond Shamrock Corporation 3300 Diamond Shamrock Tower 717 N. Harwood Street Dallas, Texas 75201
W. L. Spencer	Diamond Shamrock Corporation 3300 Diamond Shamrock Tower 717 N. Harwood Street Dallas, Texas 75201
Bill J. Montgomery	Diamond Shamrock Corporation 3300 Diamond Shamrock Tower 717 N. Harwood Street Dallas, Texas 75201
W. E. Notestine	Diamond Shamrock Corporation 3300 Diamond Shamrock Tower 717 N. Harwood Street Dallas, Texas 75201

7. The Board of Directors of the Company shall have power to adopt, alter, amend or repeal By-Laws of the Company.

8. The Company reserves the right at any time and from time to time to alter, amend or repeal any provision contained in this Certificate, and other provisions authorized by the laws of the GCL at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the rights hereby reserved.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation this 29th day of March, 1983.



Timothy J. Fretthold

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