

EXHIBIT 37

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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 CORPORATE COMPANY FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

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

AUTHENTICATION: 10119465
DATE: 11/28/1983

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**DEPOSITION
EXHIBIT**
FRETTHOLD
No. 17

CERTIFICATE OF INCORPORATION

OF

DIAMOND SHAMROCK CORPORATE 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 is Diamond Shamrock Corporate Company (the "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>
R. M. Ahlstrom	3300 Diamond Shamrock Tower 717 North Harwood Street Dallas, Texas 75201
J. L. Jackson	3300 Diamond Shamrock Tower 717 North Harwood Street Dallas, Texas 75201
J. F. Kelley	3300 Diamond Shamrock Tower 717 North Harwood Street Dallas, Texas 75201
W. H. Bricker	3300 Diamond Shamrock Tower 717 North Harwood Street Dallas, Texas 75201
J. A. Rush, Jr.	3300 Diamond Shamrock Tower 717 North Harwood Street Dallas, Texas 75201

7. The Board of Directors of the Company shall have power to adopt, alter, amend or repeal the 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 21st day of November, 1983.



Timothy J. Frettnold

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