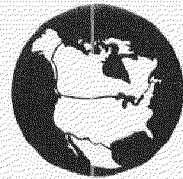


# **EXHIBIT 89**

# THE CORPORATION TRUST COMPANY



Associated with CT Corporation System  
30 DOVER GREEN, DOVER, DEL. 19901 • (302) 734-7492  
MAILING ADDRESS: P. O. BOX 481, DOVER, DEL. 19903

MAR 21 1986

RE: Diamond Shamrock Process Chemicals Inc.

Grace Alcala', Counsel  
Law Department  
Diamond Shamrock Chemicals Company  
Post Office Box 152300  
Irving, Texas 75015-2300

Dear Ms. Alcala':


Pursuant to instructions received, the executed Certificate of Incorporation for this corporation was filed in the office of the Secretary of State of Delaware on March 21, 1986, at 10 A.M., and a certified copy thereof is being recorded in the office of the Recorder of Deeds of New Castle County, Wilmington, Delaware. This copy will be forwarded to you when released by the Recorder.

We enclose one certified copy of the Certificate of Incorporation.

Thank you for your check no. 33007066 in the amount of \$250.00 which was received and credited to your account.

Very truly yours,

THE CORPORATION TRUST COMPANY

  
Vicki A. Brookens  
Service Representative

VAB/tlc  
Enc.

RECEIVED  
MAR 25 1986  
LAW DEPARTMENT  
DIAMOND SHAMROCK CHEMICALS COMPANY

MAXUS0443900



Office of Secretary of State

I, MICHAEL HARKINS, 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 PROCESS CHEMICALS INC. FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1986, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !



736080019

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: !0768893

DATE: 03/21/1986

CERTIFICATE OF INCORPORATION

OF

DIAMOND SHAMROCK PROCESS CHEMICALS INC.

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

1. The name of the corporation is Diamond Shamrock Process Chemicals Inc. (the "Corporation").

2. The address of the Corporation's registered office in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

3. The purpose of the Corporation 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 Corporation shall have authority to issue is 1,000 shares of Common Stock, \$1.00 par value.

5. The name and mailing address of the incorporator is Grace Alcala', 351 Phelps Court, P. O. Box 152300, Irving, Texas 75015-2300.

6. The names and mailing addresses of the persons who are to serve as Directors of the Corporation until the first annual meeting of stockholders or until their successors are duly elected and qualified are as follows:

Name

Mailing Address

J. W. McConnell

351 Phelps Court  
P. O. Box 152300  
Irving, Texas 75015-2300

M. J. Dumeny

351 Phelps Court  
P. O. Box 152300  
Irving, Texas 75015-2300

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

8. The Corporation reserves the right at any time and from time to time to alter, amend, change, or repeal any provision contained in this Certificate of Incorporation, 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 of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights hereby reserved.

The undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation this 20th day of March, 1986.

  
\_\_\_\_\_  
Grace Alcalá'