



State of DELAWARE

Office of SECRETARY OF STATE

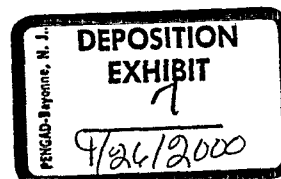
I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on February 14, 1975.



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

BY: *K. Slagge*

DATE: August 26, 1982



CERTIFICATE OF INCORPORATION
OF
KERR-McGEE REFINING CORPORATION

* * * * *

1. The name of the corporation is
KERR-McGEE REFINING CORPORATION

2. The address of its registered office in the
State of Delaware is No. 100 West Tenth Street, in the City
of Wilmington, County of New Castle. The name of its regis-
tered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be
conducted or promoted is to engage in any lawful act or
activity for which corporations may be organized under the
General Corporation Law of Delaware.

4. The total number of shares of stock which the
corporation shall have authority to issue is one thousand
(1,000) and the par value of each of such shares is One Dollar
(\$1.00) amounting in the aggregate to One Thousand Dollars
(\$1,000.00).

5. The name and mailing address of each incor-
porator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. A. Pennington	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon

State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 14th day of February, 1975.

B. A. Pennington

W. J. Reif

R. F. Andrews