

07-27-1998



SHEET

100775907

Attorney Docket No. 04343.0162

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MED 7-21-98

1. Name(s) of conveying party(ies):

Drexel Holdings, Inc.

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: 7/21/97

2. Name(s) and address(es) of receiving party(ies):

Name: Tuboscope Vetco International Inc.

Address: 2835 Holmes Road
Houston, Texas 77051

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation Texas
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,140,226

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David M. Kelly

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David M. Kelly
Name of Person Signing

Signature

July 15, 1998
Date

Total number of pages including cover sheet, attachments, and document: 4

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DREXEL HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "TUBOSCOPE VETCO INTERNATIONAL INC." UNDER THE NAME OF "TUBOSCOPE VETCO INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

ORIGINAL FILED COPY
IN CORPORATE RECORDS



Edward J. Freel

Edward J. Freel, Secretary of State

2782933 8100M

AUTHENTICATION: 8597101

971244609

DATE: 08-08-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/23/1997
971244609 - 2062582

**CERTIFICATE OF MERGER
OF
DREXEL HOLDINGS, INC.
INTO
TUBOSCOPE VETCO INTERNATIONAL INC.**

ORIGINAL FILED
IN CORPORATE RECORDS
COPY

(PURSUANT TO SECTION 252 OF THE GENERAL CORPORATION LAW OF DELAWARE)

Tuboscope Vetco International Inc., a Texas corporation (the "Corporation"), does hereby certify:

1. The name and state of incorporation of each of the constituent corporations are:
 - a. Drexel Holdings, Inc., a Delaware corporation; and
 - b. Tuboscope Vetco International Inc., a Texas corporation.
2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Corporation and by Drexel Holdings, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Tuboscope Vetco International Inc.
4. The certificate of incorporation of Corporation shall be the certificate of incorporation of the surviving corporation.
5. The surviving Corporation is a corporation of the State of Texas.
6. The executed Plan of Merger is on file at the principal place of business of Corporation at 2835 Holmes Road, Houston, Texas 77051.
7. A copy of the Plan of Merger will be furnished by Corporation, on request and without cost, to the shareholder of Drexel Holdings, Inc.
8. Corporation hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Drexel Holdings, Inc., as well as for enforcement of any obligation of Corporation arising from the merger, including any suit or other proceeding to enforce the right of the stockholder as determined in appraisal proceedings pursuant 8 Del.C. §262,

and Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Corporation at the following address:

Tuboscope Vetco International Inc.
Attn: James F. Maroney, III
2835 Holmes Road
Houston, Texas 77051

9. The effective date of the merger shall be July 31, 1997.

IN WITNESS WHEREOF, Corporation has caused this certificate to be signed by John F. Lauletta, its authorized officer, on the 21st day of July, 1997.

TUBOSCOPE VETCO INTERNATIONAL INC.

John F. Lauletta
John F. Lauletta, President
Date: 7/21/97

ORIGINAL FILED
IN CORPORATE RECORDS
COPY