

CERTIFICATE

I, Sandra E. Alford, hereby certify that I am the duly elected and qualified Assistant Secretary of Baker Hughes Oilfield Operations, Inc., a California corporation; and a wholly owned subsidiary of Baker Hughes Incorporated; and that I certify that the attached Exhibits are true and correct copies as set forth below:

1. the attached Exhibit A is a true and correct copy of a Certificate of Amendment to the Certificate of Incorporation of Hughes Tool Company filed in the Office of the Secretary of State of Delaware on May 7, 1992, changing the name to Hughes Christensen Company; and
2. the attached Exhibit B is a true and correct copy of the Certificate of Merger filed in the Office of the Secretary of State of Texas with an effective date of January 1, 1993, merging Hughes Christensen Company into Baker Hughes Mining Tools, Inc.; and
3. the attached Exhibit C is a true and correct copy of a Certificate of Amendment to the Articles of Incorporation of Baker Hughes Mining Tools Inc. filed in the Office of the Secretary of State of Texas on January 28, 1993, changing the name to Baker Hughes Drilling Technologies, Inc.; and
4. the attached Exhibit D is a true and correct copy of the Agreement of Merger between Baker Hughes Drilling Technologies, Inc. into Baker Hughes Production Tools, Inc.; and Amendment to the Articles of Incorporation changing the survivor's name to Baker Hughes INTEQ, Inc., filed in the office of the Secretary of State of California on March 15, 1993; and
5. the attached Exhibit E is a true and correct copy of the Certificate of Amendment of Articles of Incorporation of Baker Hughes INTEQ, Inc. changing the name to Baker Hughes Oilfield Operations, Inc., filed in the Office of the Secretary of State of California on July 1, 1993; and

IN WITNESS WHEREOF, I have set my hand as Assistant Secretary of Baker Hughes Oilfield Operations, Inc. on the 16th day of September, 1999.

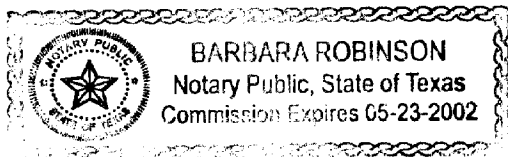
BAKER HUGHES OILFIELD OPERATIONS, INC.

Sandra E. Alford
 Sandra E. Alford
 Assistant Secretary

STATE OF TEXAS §

Before me, the undersigned authority, on this day personally appeared Sandra E. Alford, Assistant Secretary, of Baker Hughes Oilfield Operations, Inc., a corporation, known to me to be the person whose name is subscribed to the foregoing certificate and acknowledged to me that she executed the same as the act of said Corporation for the purposes therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 16th day of September, 1999.



Barbara Robinson
 Notary Public in and for TEXAS

State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HUGHES TOOL COMPANY" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 1992, AT 10 O'CLOCK A.M.



722128088

Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: 3442291

DATE: 05/07/1992

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
HUGHES TOOL COMPANY

We, the undersigned, being the President and the Assistant Secretary of HUGHES TOOL COMPANY (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, do hereby certify:

First: That upon the recommendation of the Board of Directors of the Corporation, the Stockholders of the Corporation by a vote of more than a majority of each class outstanding by a Resolution of the Sole Stockholder on April 24, 1992, duly approved a proposal to amend the First Article of the Corporation's Certificate of Incorporation to read as follows:

"FIRST: The name of the Corporation is Hughes Christensen Company."

Second: That said Amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have hereunto set our hand on this

4 day of May, 1992.

ATTEST:


Michael W. Garner
Assistant Secretary


Andrew J. Szescila
President



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Merger of

EXLOG, INC.
(A DELAWARE CORPORATION)
AND
HUGHES CHRISTENSEN COMPANY
(A DELAWARE CORPORATION)
WITH
BAKER HUGHES MINING TOOLS, INC.
(A TEXAS CORPORATION)

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated DECEMBER 28, 1992.

Effective JANUARY 1, 1993 at XXXXXXX a.m./p.m.



John Hannah Jr.
Secretary of State
cfm

Trans V Certif. of Merger/All Enclosures/07/91

**ARTICLES OF MERGER
OF
EXLOG, INC.
AND
HUGHES CHRISTENSEN COMPANY
INTO
BAKER HUGHES MINING TOOLS, INC.**

FILED
In the Office of the
Secretary of State of Texas
DEC 28 1992
Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Baker Hughes Mining Tools, Inc., a corporation organized under the laws of the State of Texas, and owning at least ninety percent (90%) of the shares of EXLOG, Inc., a corporation organized under the laws of the State of Delaware, and Hughes Christensen Company, a corporation organized under the laws of the State of Delaware, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of Baker Hughes Mining Tools, Inc. adopted on December 23, 1992:

* **RESOLVED**, That EXLOG, Inc., a corporation organized and existing under the laws of the State of Delaware ("EXLOG") and a corporation wholly-owned by Baker Hughes Mining Tools, Inc. ("BHMTI"), be merged with and into BHMTI, and that on the effective date of such merger the following shall occur: (a) each issued and outstanding share of capital stock of EXLOG shall be cancelled and no shares or other consideration shall be issued or given in respect thereof; (b) each issued and outstanding share of Common Stock of BHMTI shall not be affected by the merger; and (c) BHMTI shall be the surviving corporation following the merger, shall upon the merger and thereafter possess all the rights, privileges, immunities and franchises, and all property, real, personal, mixed, and all debts due on whatever account and all and every other interest of or belonging to or due EXLOG without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of EXLOG.

" **RESOLVED**, That Hughes Christensen Company, a corporation organized and existing under the laws of the State of Delaware ("HCC") and a corporation wholly-owned by Baker Hughes Mining Tools, Inc. ("BHMTI"), be merged with and into BHMTI, and that on the effective date of such merger the following shall occur: (a) each issued and outstanding share of capital stock of HCC shall be cancelled and no shares or other consideration shall be issued or given in respect thereof; (b) each issued and outstanding share of Common Stock of BHMTI shall not be affected by the merger; and (c) BHMTI shall be the surviving corporation following the merger, shall upon the merger and thereafter possess all the rights, privileges, immunities and franchises, and all property, real, personal, mixed, and all debts due on whatever account and all and every other interest of or belonging to or due HCC without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of HCC.

FURTHER RESOLVED, That the officers of BHMTI be, and they hereby are, authorized, empowered and directed to take, or cause to be taken, all actions and to do, or cause to be done, all things by and on behalf of this Corporation and in its name which are deemed to be necessary, proper or advisable in order to consummate and make effective the merger, including, without limitation, the execution, acknowledgement and/or verification and filing with the appropriate jurisdictions such documents as may be deemed necessary or proper to effect the intent and purpose of the foregoing resolution."

2. The number of outstanding shares of each class of the subsidiary corporations and the number of shares of each class owned by the surviving corporation is:

<u>Subsidiary</u>	<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned by Parent</u>
EXLOG, Inc.	Common	1,000	1,000
Hughes Christensen Company	Common	1,000	1,000

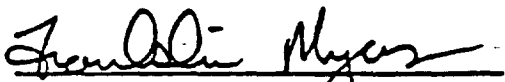
3. The laws of Delaware, the jurisdiction under which EXLOG, Inc. is organized, permits such a merger.

4. The laws of Delaware, the jurisdiction under which Hughes Christensen Company is organized, permits such a merger.

5. That the merger shall be effective on January 1, 1993.

Dated this 23rd day of December, 1992.

BAKER HUGHES MINING TOOLS, INC.

By: 
Name: Franklin Myers
Title: Vice President



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

BAKER HUGHES DRILLING TECHNOLOGIES, INC.
FORMERLY:

BAKER HUGHES MINING TOOLS, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated January 28, 19 93.

Effective January 28, 19 93 at xxxxxx a.m./p.m.



John Hannah Jr
Secretary of State

188

200/808
Revised 02/92

TRADEMARK
REEL: 001962 FRAME: 0072

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BAKER HUGHES MINING TOOLS, INC.

FILED
In the Office of the
Secretary of State of Texas
JAN 28 1993
Corporations Section

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is Baker Hughes Mining Tools, Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 5, 1993:

Article One of the Articles of Incorporation is hereby amended so as to read as follows:

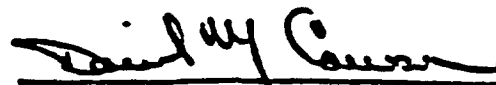
"ARTICLE ONE. The name of the corporation is Baker Hughes Drilling Technologies, Inc."

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.


ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated January 5, 1993.

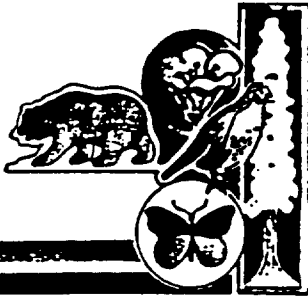
BAKER HUGHES MINING TOOLS, INC.



David M. Cowan
Vice President



Linda J. Smith
Assistant Secretary



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 31 1993



March Fong Eu

Secretary of State



A430292

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

AGREEMENT OF MERGER

BETWEEN

BAKER HUGHES PRODUCTION TOOLS, INC.

MAR 15 1993

MARCH FONG EU, Secretary of State

AND

BAKER HUGHES DRILLING TECHNOLOGIES, INC.

This Agreement of Merger is entered into between Baker Hughes Production Tools, Inc., a California corporation (herein "Surviving Corporation") and Baker Hughes Drilling Technologies, Inc., a Texas corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.

2. Each outstanding share of Surviving Corporation shall remain outstanding.

3. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

5. The effect of the merger is as prescribed by law.


6. The Articles of Incorporation of the surviving Corporation shall be and will remain the Articles of Incorporation of the surviving Corporation, except that Article I of the Articles of Incorporation shall be amended to read as follows:

ARTICLE I

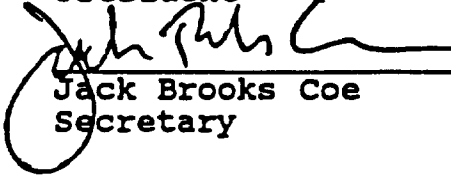
"The name of the Corporation is Baker Hughes INTEQ, Inc."

IN WITNESS WHEREOF, the parties have executed this Agreement on this 10th day of March, 1993.

BAKER HUGHES PRODUCTION TOOLS, INC.



Max L. Lukens
President

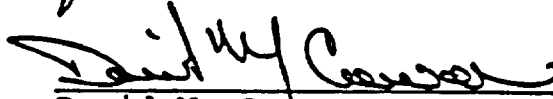


Jack Brooks Coe
Secretary

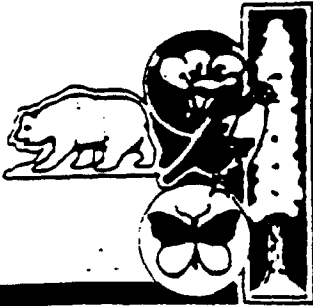
BAKER HUGHES DRILLING TECHNOLOGIES, INC.



Joel V. Staff
President



David M. Cowan
Secretary



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL - 1 1993



March Fong Eu

Secretary of State

<u>Designation</u>	<u>Number of shares outstanding entitled to vote or give written consent</u>	<u>Minimum percentage vote required to approve</u>
Common	1,000	100%

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote, as set forth above.

7. That this certificate shall become effective on July 1, 1993.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at Houston, Texas on June 29, 1993.

Max L. Lukens

Max L. Lukens
Senior Vice President

Jack Brooks Coe

Jack Brooks Coe
Assistant Secretary

(c:\data\wp51\docs\reneo\docs\41.rh)