

04-01-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Hunting Tubular Threading, Inc. 3-14-02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Hunting Oilfield Services, Inc. Internal Address: Street Address: 1610 Woodstead Court, Suite 310 City: The Woodlands State: TX Zip: 77380 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 29, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,286,436 1,707,231 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John D. Wiseman Internal Address: Locke Liddell & Sapp LLP Street Address: 2200 Ross Ave., Suite 2200 City: Dallas State: TX Zip: 75201-6776

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 12-1781 Attach duplicate copy of this page if paying by deposit account

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.

John D. Wiseman Name of Person Signing 00000172 1286436

Signature

3/4/02 Date

6 Total number of pages including cover sheet, attachments, and document

03/29/2002 DE/RNE 01 FC:481 02 FC:482

40.00 DM Mail documents to be recorded with required cover sheet information to: 25.00 DF Commissioner of Patent & Trademarks, Box Assignments: Washington, D.C. 20231

TRADEMARK REEL: 002472 FRAME: 0677

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:

"HUNTING INTERLOCK, INC.", A DELAWARE CORPORATION,

"HUNTING LANDELL, INC.", A DELAWARE CORPORATION,

"HUNTING TUBULAR THREADING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HUNTING PETROTUBE, INC." UNDER THE NAME OF "HUNTING OILFIELD SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0174724

DATE: 01-03-00

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CERTIFICATE OF MERGER

**OF
HUNTING TUBULAR THREADING, INC., A DELAWARE CORPORATION,
HUNTING INTERLOCK, INC., A DELAWARE CORPORATION AND HUNTING
LANDELL, INC., A DELAWARE CORPORATION**

WITH AND INTO

HUNTING PETROTUBE, INC., A DELAWARE CORPORATION

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, Hunting Tubular Threading, Inc., a Delaware corporation ("TTI"), Hunting Interlock, Inc., a Delaware corporation ("Interlock"), Hunting Landell, Inc., a Delaware corporation ("Landell") (the above three entities to be referred to collectively herein as the "Non-Surviving Entities") will merger with and into Hunting Petrotube, Inc., a Delaware corporation ("Petrotube"). Petrotube hereby adopts this Certificate of Merger for the purpose of merging the Non-Surviving Entities with and into itself (the "Merger"). Petrotube will continue as the surviving entity of the Merger (the "Surviving Entity").

The Agreement and Plan of Merger (the "Plan") by and between Petrotube and The Non-Surviving Entities has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

The name of the Surviving Entity at the effective time of the Merger shall be "Hunting Oilfield Services, Inc."

The Certificate of Incorporation of Petrotube shall be the Certificate of Incorporation of the surviving entity, except as to the following amendments to Petrotube's Certificate of Incorporation approved of in the Plan to be effected the Merger:

- (i) Amend Article 1 - Name - to read, "The name of the corporation is Hunting Oilfield Services, Inc."
- (ii) Amend Article 8 - Indemnification - to read as follows:

The Corporation shall indemnify each director or officer of the Corporation who may be indemnified, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law ("Section 145"), as it may be amended from time to time, in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145. In addition, the Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under

Section 145, the Corporation is not obligated, but is permitted or empowered, to make such indemnification. The Corporation may, in the sole discretion of the Board of Directors, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board of Directors deems advisable, as permitted by such section. The Corporation shall promptly make or cause to be made in accordance with its Bylaws and with applicable law any determination which Section 145 requires.

(iii) Amend Article 9 - Director Liability - to read as follows:

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation to authorize corporate action further limiting or eliminating the personal liability of a director, then the liability of the directors to the Corporation shall be limited or eliminated to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article by the stockholders of the Corporation shall not otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(iv) Add new Article 11 to read as follows:

Cumulative Voting Prohibited

The right to cumulate voting is hereby expressly denied.

(v) Add new Article 12 to read as follows:

Preemptive Rights Denied

No stockholder shall have, as a stockholder of the corporation, any preemptive right to acquire, purchase or subscribe for the purchase of any or all additional issues of stock of the corporation or any or all classes or series thereof, or for any

securities convertible into such stock, whether now or hereafter authorized.

The executed Plan is on file at the principal place of business of the Surviving Entity, the address of which is 1610 Woodstead Court, Suite 310, The Woodlands, Texas 77380.

A copy of the Plan shall be furnished by Petrotube, the surviving entity of the Merger, upon request and without cost, to any stockholder of any of the constituent corporations of the Merger.

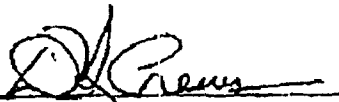
The Merger shall be effective December 31, 1999.

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EXECUTED as of December 29, 1999.

HUNTING PETROTUBE, INC.
a Delaware corporation

By:


D. Keith Crews
Vice President and Secretary / Treasurer

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** TOTAL PAGE.05 **

RECORDED: 03/14/2002

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