

08-14-2002

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET Pa
TRADEMARKS ONLY



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original document or copy thereof.

1. Name of conveying party(ies): Magic Earth, L.L.C. 10201 Westpark Houston, TX 77042 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other	2. Name and address of receiving party(ies): Magic Earth, Inc. 2000 West Sam Houston Parkway South, Suite 750 Houston, TX 77042 <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other <input type="checkbox"/> Citizenship
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05-13-02

3. Nature of Conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Other	If not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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Execution Date: December 26, 2000

4. Application number(s) or registration number(s). Additional sheet attached?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2542426 2419605
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carolyn Sue Waldo Internal Address: Halliburton Energy Services, Inc. 1-B-121 Street Address: 2601 Beltline Road City: Carrollton State: TX Zip: 75006	6. Number of applications and registrations involved: 2
	7. Amount of fee enclosed or authorized to be charged: \$ <u>Required Fees</u>
	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): <u>08-0300</u>

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.

Carolyn Sue Waldo Carolyn S. Waldo 8-2-02
Name of Person Signing Signature Date

Total number of pages including cover sheet: 7

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:
Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MAGIC EARTH, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF SEPTEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "MAGIC EARTH LLC" TO "MAGIC EARTH, INC.", FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010078649

AUTHENTICATION: 0977152

DATE: 02-16-01

TRADEMARK

REEL: 002562 FRAME: 0083



The State of Texas
Secretary of State

CERTIFICATE OF AUTHORITY
OF

MAGIC EARTH, INC.
CHARTER NUMBER 00137359

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED APPLICATION OF THE ABOVE ENTITY FOR
A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE HAS BEEN
RECEIVED IN THIS OFFICE AND IS FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE FROM
AND AFTER THIS DATE, FOR THOSE PURPOSES SET FORTH IN THE APPLICATION,
UNDER THE NAME OF

MAGIC EARTH, INC.

DATED MAR. 7, 2001

EFFECTIVE MAR. 7, 2001



Henry Cuellar
Henry Cuellar, Secretary of State

TRADEMARK


STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION
265 OF THE DELAWARE GENERAL
CORPORATION LAW

It is hereby certified that:

- 1.) The limited liability company (the "Limited Liability Company") is formed under the jurisdiction of the State of Delaware.
- 2.) The name of the Limited Liability Company immediately prior to filing this Certificate is Magic Earth LLC.
- 3.) The date the Limited Liability Company was first formed is September 9, 1999.
- 4.) The name of the corporation as set forth in the Certificate of Incorporation is Magic Earth, Inc.

The conversion herein certified has been approved in accordance with the provisions of Section 265 of the General Corporation Law of the State of Delaware.

Dated: January 31, 2001

By: 
Michael Zeitlin
President of Magic Earth LLC, and
President of Magic Earth, Inc.

**CERTIFICATE OF INCORPORATION
OF
MAGIC EARTH, INC.**

The undersigned, in order to form a corporation pursuant to the General Corporation Law of the State of Delaware, certifies:

SECTION ONE: NAME

The name of the corporation is **MAGIC EARTH, INC.** (the "Corporation").

SECTION TWO: REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Corporation in the State of Delaware is at 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware. The name of its Registered Agent at such address is The Corporation Trust Company.

SECTION THREE: PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as presently in effect or as it may hereafter be amended.

SECTION FOUR: CAPITALIZATION

The total number of shares of stock which the Corporation shall have authority to issue is 1,000,000. All such shares are to be common stock par value of \$0.01 per share (the "Common Stock"), and there shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights in respect of the shares except as may be provided herein.

SECTION FIVE: INCORPORATOR

The name and mailing address of the incorporator are Michael Zeitlin, 2000 West Sam Houston Parkway South, Suite 750, Houston, Texas 77042, USA.

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SECTION SIX: DIRECTORS

The following persons shall be the Directors of the Company to hold office until the first annual meeting of stockholders or until their respective successors are elected and qualified:

Michael Zeitlin
Yin Cheung
Frank Ingriselli
Knut Korsell
Steve Peacock
Miles Hatper
William Jensen

SECTION SEVEN: WRITTEN BALLOT

Election of Directors of the Corporation need not be by written ballot unless the Bylaws so provide.

SECTION EIGHT: BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any manner not inconsistent with the laws of the State of Delaware.

SECTION NINE: INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware as presently in effect or as it may hereafter be amended, indemnify all persons whom it may indemnify pursuant thereto and advance expenses of litigation to Directors and Officers in accordance with the procedures and limitations set forth in the Bylaws of the Corporation.

SECTION TEN: DIRECTOR LIABILITY

To the fullest extent permitted by the General Corporation Law of the State of Delaware as presently in effect or as it may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its stockholders (the "Stockholders") for monetary damages for breach of fiduciary duty as a Director.

**SECTION ELEVEN:
COMPROMISES OR ARRANGEMENTS WITH CREDITORS OR STOCKHOLDERS**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its Stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or Stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the Stockholders or class of Stockholders, of the Corporation, as the case may be, and also on the Corporation.

SECTION TWELVE: AMENDMENT OF CERTIFICATE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on Stockholders, Directors and Officers are subject to this reserved power.

SECTION THIRTEEN: EFFECTIVE DATE

The effective date of this Certificate of Incorporation is the 31st day of January, 2001.

IN WITNESS WHEREOF, this Certificate of Incorporation is executed this 31st day of January, 2001.

Michael Zeitlin

SOLE INCORPORATOR

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