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U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

OMB No. 0651 (exp. 5/31/2002)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Kinley Corp.

- Individual Association
General Partnership Limited Partnership
Corporation-State Nevada
Other:

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: October 1, 2002

2. Name and address of receiving party(ies)

Name: Expro Americas Inc.

Internal Address:

Street Address: 580 Westlake Park Blvd, Suite 1500

City: Houston State: Texas Zip: 77079

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Texas
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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,327,747

Additional number(s) attached Yes No

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

NAME: Ben D. Tobor

Internal Address: 28408.06

Street Address: Bracewell & Patterson, L.L.P.

PO Box 61389

City: Houston State: Texas Zip: 77208-1389

6. Total number of applications and registrations involved: 2

- Total fee (37 CFR 3.41) \$ 40
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(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.

Ben D. Tobor

Signature

Date Signed 10/29/02

Total number of pages including cover sheet, attachments, and documents: 8

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

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TRADEMARK REEL: 002611 FRAME: 0753

FILED # C5487-81

OCT 01 2002

**AGREEMENT OF MERGER  
BETWEEN  
KINLEY CORPORATION  
AND  
EXPRO AMERICAS INC.**

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

This Agreement of Merger (the "Agreement"), dated this 1<sup>st</sup> day of October, 2002, by and between Expro Americas Inc., a Delaware corporation (the "Surviving Corporation"), and Kinley Corporation, a Nevada corporation (the "Merging Corporation"), pursuant to Section 252 of the Delaware General Corporation Law.

**WITNESSETH that:**

WHEREAS, the parties to this Agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge into the Surviving Corporation under and pursuant to the terms and conditions hereinafter set forth (the "Merger");

NOW, THEREFORE, the parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying them into effect, as follows:

**FIRST:** The Merging Corporation shall be merged into the Surviving Corporation.

**SECOND:** The Certificate of Incorporation of the Surviving Corporation, as in effect on the date of the Merger, is not to be amended by virtue of the Merger and shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

**THIRD:** The terms and conditions of the Merger are as follows:

(a) The directors and officers of the Surviving Corporation on the effective date of the Merger shall continue to be the directors and officers of the corporation surviving the Merger.

(b) The Bylaws of the Surviving Corporation, as in effect on the date of the Merger, are not to be amended by virtue of the Merger and shall continue in full force and effect as the Bylaws of the corporation surviving the Merger.

(c) Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed. All property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively.

Houston\1455653.1

(d) All rights of creditors and all liens upon the property of either of the corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

**FOURTH:**

(a) Each share of common stock of the Merging Corporation which shall be outstanding on the effective date of the Merger, and all rights in respect thereof, shall automatically be canceled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.

(b) Each outstanding share of common stock of the Surviving Corporation shall remain outstanding and is not affected by the Merger.

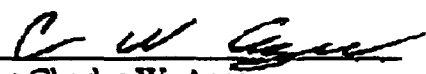
**FIFTH:** This Agreement shall become effective upon filing of the Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers as of the day first above written.

EXPRO AMERICAS INC.

By:   
Name: Antony Mark Kitchener  
Title: Vice President

KINLEY CORPORATION

By:   
Name: Charles W. Agee  
Title: President

**ARTICLES OF MERGER  
OF  
KINLEY CORPORATION  
(a Nevada Corporation)  
AND  
EXPRO AMERICAS INC.  
(a Delaware Corporation)**

Pursuant to NRS 92A.200, Kinley Corporation, a Nevada corporation (the "Acquired Corporation"), and Expro Americas Inc., a Delaware corporation (the "Surviving Corporation"), adopt the following Articles of Merger.

1. The name and type of organization of each party to the merger, and the state under whose laws each party is organized are:

<u>Name</u>	<u>Entity</u>	<u>State</u>
Kinley Corporation	Corporation	Nevada
Expro Americas Inc.	Corporation	Delaware

2. The laws of the State of Delaware under which the Surviving Corporation is organized and its constituent documents permit the merger specified in these Articles.

3. The Surviving Corporation shall survive this merger and be governed by the laws of the State of Delaware.

4. A plan of merger has been approved by the Acquired Corporation, in the manner prescribed by its constituent documents and the laws of the State of Nevada, and by the Surviving Corporation, in the manner prescribed by its constituent documents and the laws of the State of Delaware.

5. An executed plan of merger is on file at the principal place of business of the Surviving Corporation at 580 Westlake Park Blvd., Suite 1500, Houston, Texas 77079.

6. A copy of the plan of merger will be furnished by the Surviving Corporation, on written request and without cost, to any shareholder of the Acquired Corporation.

7. The number of Acquired Corporation shares outstanding and number of outstanding Acquired Corporation shares of each class or series that are entitled to vote as class on a merger are as follows:

<u>Class of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Common Stock	1,000	1,000

8. The number of Surviving Corporation shares outstanding and number of outstanding Surviving Corporation shares of each class or series that are entitled to vote as a class on a merger are as follows:

<u>Class of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Common Stock	1,000	1,000

9. The number of Acquired Corporation shares that voted for and against the plan of merger are as follows:

<u>Class of Shares</u>	<u>Number of Shares Entitled to Vote</u>	
	<u>Voted For</u>	<u>Voted Against</u>
Common Stock	1,000	0


10. The number of Surviving Corporation shares that voted for and against the plan or merger are as follows:

<u>Class of Shares</u>	<u>Number of Shares Entitled to Vote</u>	
	<u>Voted For</u>	<u>Voted Against</u>
Common Stock	1,000	0


11. The Surviving Corporation shall be responsible for the payment of all fees and franchise taxes of each of the constituent corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: October 1, 2002

**KINLEY CORPORATION**  
a Nevada corporation

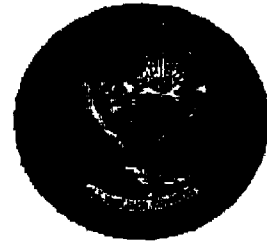
By:   
Name: Charles W. Agee  
Title: President

**EXPRO AMERICAS INC.**  
a Delaware corporation

By:   
Name: Antony Mark Kitchener  
Title: Vice President



**Dean Heller**  
**Nevada Secretary of State**  
*Corporate Information*



**Name: KINLEY CORPORATION**

<b>Type:</b> Corporation	<b>File Number:</b> C5487-1981	<b>State:</b> NEVADA	<b>Incorporated On:</b> August 12, 1981
<b>Status:</b> Merge / dissolved 10/1/02		<b>Corp Type:</b> Regular	
<b>Resident Agent:</b>	SECRETARY OF STATE (Accepted)		
<b>Address:</b>	101 N CARSON ST		
	STE 3		
	CARSON CITY	NV	89701-4786
<b>President:</b>	CHARLES AGEE		
<b>Address:</b>	580 WESTLAKE PARK BLVD STE 1500		
	HOUSTON	TX	77079
<b>Secretary:</b>	KARL KINLEY		
<b>Address:</b>	580 WESTLAKE PARK BLVD STE 1500		
	HOUSTON	TX	77079
<b>Treasurer:</b>	DOUGLAS GRAESSLE		
<b>Address:</b>	580 WESTLAKE PARK BLVD #1500		
	HOUSTON	TX	77079

