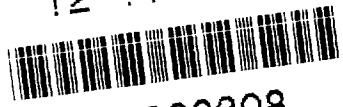


12-11-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): 11-18-02

Teleco Oilfield Services, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 08.05.2002

2. Name and address of receiving party(ies) Name: Baker Hughes Oilfield Operations, Inc.

Internal Address: n/a

Street Address: 3900 Essex Lane, Suite 1200

City: Houston State: TX Zip: 77027

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

1,195,921 and 1,195,922

Additional number(s) attached Yes No

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

Name: Angelica Pogson

Internal Address: 2001 Rankin Road

Houston, Texas 77073

Street Address: 3900 Essex Lane, Suite 1200

City: Houston State: TX Zip: 77027

6. Total number of applications and registrations involved: 2

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

- Enclosed Authorized to be charged to deposit account Authorization to charge add'l fees

8. Deposit account number:

02-0429

(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.

Angelica Pogson Name of Person Signing

Signature

November 18, 2002 Date

Total number of pages including cover sheet, attachments, and document: 42

12/10/2002 JJALLANZ 00000008 020429 1195921

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

01 FC:8521 40.00 CH 02 FC:8522 25.00 CH


TRADEMARK REEL: 002630 FRAME: 0731

CERTIFICATE

I, Sherrie L. Greenville, hereby certify that I am the duly elected and qualified Assistant Secretary of Baker Hughes Oilfield Operations, Inc., a California corporation (the "Corporation"); and that I certify that the attached Exhibits are true and correct copies as set forth below:

1. that the attached Exhibit A is a true and correct copy of a Certificate of Merger filed in the office of the Secretary of State of Delaware with an effective date of July 1, 1992 merging Teleco Oilfield Services, Inc., Inc. into Eastman Teleco Company;
2. and that 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 Eastman Teleco Company into Baker Hughes Mining Tools, Inc.;
3. and that the attached Exhibit C is a true and correct copy of the 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.;
4. and that the attached Exhibit D is a true and correct copy of the Certificate of Merger and Name Change filed in the office of the Secretary of State of California on March 15, 1993, merging Baker Hughes Drilling Technologies, Inc. into Baker Hughes Production Tools, Inc. and changing the name to Baker Hughes INTEQ, Inc.; and
5. and that the attached Exhibit E is a true and correct copy of a Certificate of Amendment to the Articles of Incorporation of Baker Hughes INTEQ, Inc. filed in the Office of the Secretary of State of California on July 1, 1993, changing the name to Baker Hughes Oilfield Operations, Inc.


IN WITNESS WHEREOF, I hereunto affix the seal of the Company and subscribe my name as Assistant Secretary of Baker Hughes Oilfield Operations, Inc. on this 5th day of August, 2002.

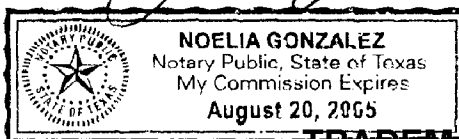

 Sherrie L. Greenville
 Assistant Secretary

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Sherrie L. Greenville, 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 he 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 on this 5th day of August, 2002.


 Notary Public in and for TEXAS



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:

"BAKER HUGHES MWD, INC.", A DELAWARE CORPORATION,

"DEVELCO, INC.", A CALIFORNIA CORPORATION,

"TELECO OILFIELD SERVICES INC.", A DELAWARE CORPORATION,

WITH AND INTO "EASTMAN TELECO COMPANY" UNDER THE NAME OF "EASTMAN TELECO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1992, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0778759 8100M

DATE:

7180558

TRADEMARK

REEL: 002630 FRAME: 0733

CERTIFICATE OF MERGER
OF
BAKER HUGHES MWD, INC.
AND
DEVELCO, INC.
AND
TELECO OILFIELD SERVICES INC.
INTO
EASTMAN TELECO COMPANY

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
BAKER HUGHES MWD, INC.	DELAWARE
DEVELCO, INC.	CALIFORNIA
EASTMAN TELECO COMPANY	DELAWARE
TELECO OILFIELD SERVICES INC.	DELAWARE

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is **EASTMAN TELECO COMPANY**, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of **EASTMAN TELECO COMPANY**, a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 15355 Vantage Parkway West, Suite 300, Houston, Texas 77032-1925.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective upon the close of business on July 1, 1992.

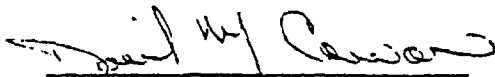
EASTMAN TELECO COMPANY



Vice President

Dated: June 23rd, 1992

ATTEST:

By: 

Assistant Secretary

C:\MS_WORD\010\CRT-ETC.MRG



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

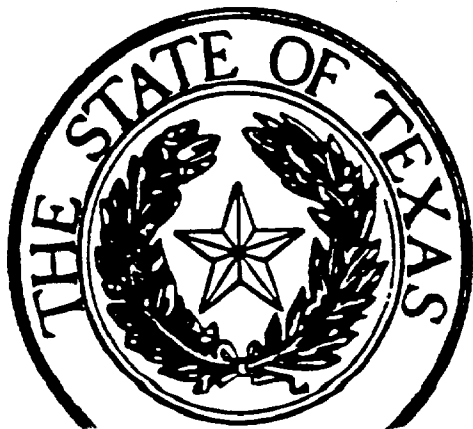
BAKER HUGHES DRILLING TECHNOLOGIES, INC.
a California corporation
EASTMAN TELECO COMPANY
a Delaware corporation
WITH
BAKER HUGHES MINING TOOLS, INC.
a Texas corporation

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 22, 19 92.

Effective JANUARY 1, 19 93 at XXXXXX



John Hannah Jr.
Secretary of State

jk

**ARTICLES OF MERGER
OF
BAKER HUGHES DRILLING TECHNOLOGIES, INC.
AND
EASTMAN TELECO COMPANY
INTO
BAKER HUGHES MINING TOOLS, INC.**

FILED
In the Office of the
Secretary of State of Texas
DEC 22 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 Baker Hughes Drilling Technologies, Inc., a corporation organized under the laws of the State of California, and Eastman Teleco 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 17, 1992:

" **RESOLVED**, That Baker Hughes Drilling Technologies, Inc., a corporation organized and existing under the laws of the State of California ("BHDTI") 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 BHDTI 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 BHDTI without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of BHDTI.

RESOLVED, That Eastman Teleco Company, a corporation organized and existing under the laws of the State of Delaware ("ETC") 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 ETC 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 ETC without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of ETC.

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>
Baker Hughes Drilling Technologies, Inc.	Common	100	100
Eastman Teleco Company	Common	1,000	1,000

3. The laws of California, the jurisdiction under which Baker Hughes Drilling Technologies, Inc. is organized, permits such a merger.

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

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

Dated this 17th 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

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:

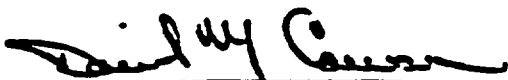
"ARTICLE ONE. The name of the corporation is Baker Hughes Drilling Technologies, Inc."

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.

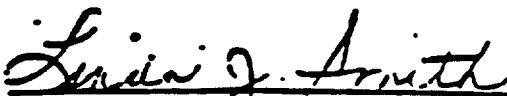
ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated January 5, 1993.

BAKER HUGHES MINING TOOLS, INC.



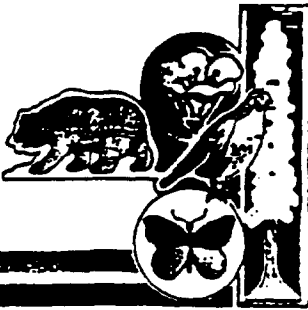
David M. Cowan
Vice President



Linda J. Smith
Assistant Secretary

TRADEMARK
REEL: 002630 FRAME: 0741

A430232



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 3 1 1993



March Fong Eu

Secretary of State

TRADEMARK

REEL: 002630 FRAME: 0742

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."

OFFICERS' CERTIFICATE

OF

BAKER HUGHES DRILLING TECHNOLOGIES, INC.

Joel V. Staff, President and David M. Cowan, Secretary of Baker Hughes Drilling Technologies, Inc., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify:

1. That they are the President and the Secretary, respectively of Baker Hughes Drilling Technologies, Inc., a corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common	100

3. That the principal terms of the Agreement of Merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equalled or exceeded the vote required by each class to approve said Agreement of Merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

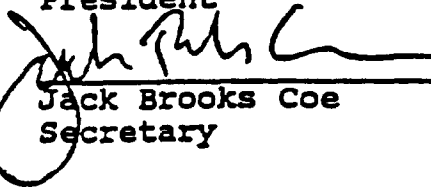
<u>Class</u>	<u>Minimum Percentage Vote Required to Approve the Merger</u>
Common	100%

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

BAKER HUGHES PRODUCTION TOOLS, INC.

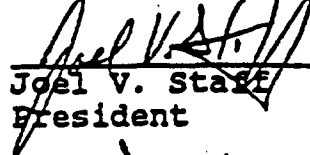


Max L. Lukens
President

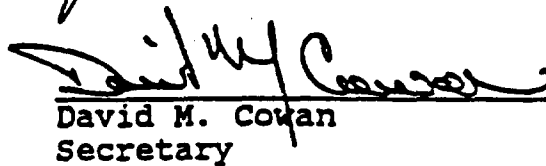


Jack Brooks Coe
Secretary

BAKER HUGHES DRILLING TECHNOLOGIES, INC.



Joel V. Staff
President



David M. Cowan
Secretary

OFFICERS' CERTIFICATE

OF

BAKER HUGHES PRODUCTION TOOLS, INC.

We, Max L. Lukens, President and Jack Brooks Coe, Secretary of Baker Hughes Production Tools, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the President and the Secretary, respectively of Baker Hughes Production Tools, Inc., a California corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

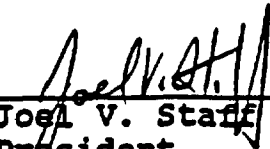
<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common -	1000

3. That the principal terms of the Agreement of Merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equalled or exceeded the vote required by each class to approve said Agreement of Merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is a follows:

<u>Class</u>	<u>Minimum Percentage Vote Required to Approve the Merger</u>
Common	100%

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 March 10, 1993.




Joel V. Staff
President

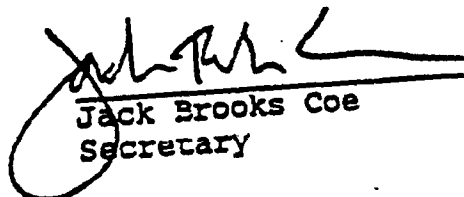


David M. Cowan
Secretary

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 March 10, 1993.

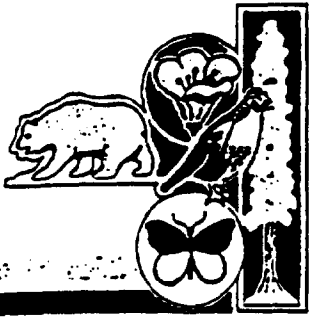


Max L. Lukens
President



Jack Brooks Coe
Secretary

A433795



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

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

BAKER HUGHES INTEQ, INC.

We, Max L. Lukens, the Senior Vice President and Jack Brooks Coe, the Assistant Secretary of Baker Hughes INTEQ, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Senior Vice President and the Assistant Secretary, respectively, of Baker Hughes INTEQ, Inc., a California corporation.

2. That an amendment to the Articles of Incorporation of this corporation has been approved by the board of directors.

3. The amendment so approved by the board of directors is as follows:

Article I of the articles of incorporation of this corporation is amended to read as follows:

"The name of this corporation is
Baker Hughes Oilfield Operations,
Inc."

4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by written consent of the shareholders is the same as that set forth above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendments in accordance with Section 902 of the California Corporations Code.

5. That the designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or give written consent to said amendment for approval thereof are as follows:

<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

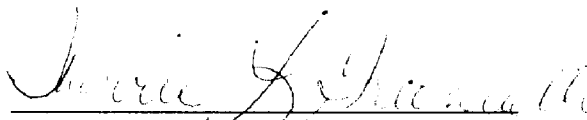
Jack Brooks Coe
Assistant Secretary

CERTIFICATE

I, Sherrie L. Greenville, hereby certify that I am the duly elected and qualified Assistant Secretary of Baker Hughes Oilfield Operations, Inc., a California corporation (the "Corporation"); and that I certify that the attached Exhibits are true and correct copies as set forth below:

1. that the attached Exhibit A is a true and correct copy of a Certificate of Merger filed in the office of the Secretary of State of Delaware with an effective date of July 1, 1992 merging Teleco Oilfield Services, Inc., Inc. into Eastman Teleco Company;
2. and that 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 Eastman Teleco Company into Baker Hughes Mining Tools, Inc.;
3. and that the attached Exhibit C is a true and correct copy of the 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.;
4. and that the attached Exhibit D is a true and correct copy of the Certificate of Merger and Name Change filed in the office of the Secretary of State of California on March 15, 1993, merging Baker Hughes Drilling Technologies, Inc. into Baker Hughes Production Tools, Inc. and changing the name to Baker Hughes INTEQ, Inc.; and
5. and that the attached Exhibit E is a true and correct copy of a Certificate of Amendment to the Articles of Incorporation of Baker Hughes INTEQ, Inc. filed in the Office of the Secretary of State of California on July 1, 1993, changing the name to Baker Hughes Oilfield Operations, Inc.

IN WITNESS WHEREOF, I hereunto affix the seal of the Company and subscribe my name as Assistant Secretary of Baker Hughes Oilfield Operations, Inc. on this 5th day of August, 2002.

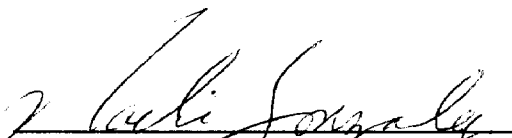


 Sherrie L. Greenville
 Assistant Secretary

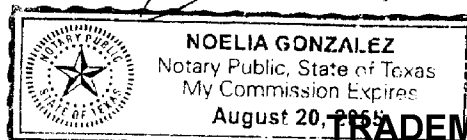
STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Sherrie L. Greenville, 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 he 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 on this 5th day of August, 2002.



 Notary Public in and for TEXAS



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:

"BAKER HUGHES MWD, INC.", A DELAWARE CORPORATION,

"DEVELCO, INC.", A CALIFORNIA CORPORATION,

"TELECO OILFIELD SERVICES INC.", A DELAWARE CORPORATION,

WITH AND INTO "EASTMAN TELECO COMPANY" UNDER THE NAME OF "EASTMAN TELECO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1992, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0778759 8100M

DATE: 7190559
TRADEMARK

REEL: 002630 FRAME: 0753

CERTIFICATE OF MERGER
OF
BAKER HUGHES MWD, INC.
AND
DEVELCO, INC.
AND
TELECO OILFIELD SERVICES INC.
INTO
EASTMAN TELECO COMPANY

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
BAKER HUGHES MWD, INC.	DELAWARE
DEVELCO, INC.	CALIFORNIA
EASTMAN TELECO COMPANY	DELAWARE
TELECO OILFIELD SERVICES INC.	DELAWARE

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is EASTMAN TELECO COMPANY, a Delaware corporation.


FOURTH: That the Certificate of Incorporation of EASTMAN TELECO COMPANY, a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 15355 Vantage Parkway West, Suite 300, Houston, Texas 77032-1925.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective upon the close of business on July 1, 1992.

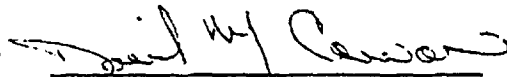
EASTMAN TELECO COMPANY



Vice President

Dated: June 23rd, 1992

ATTEST:

By: 

Assistant Secretary

C:\MS_WORD\010\CRT-ETC.MRG



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

BAKER HUGHES DRILLING TECHNOLOGIES, INC.
a California corporation
EASTMAN TELECO 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 22, 19 92.

Effective JANUARY 1, 19 93 at XXXXX XXXX/XXXX



John Hannah Jr.
Secretary of State

jk

**ARTICLES OF MERGER
OF
BAKER HUGHES DRILLING TECHNOLOGIES, INC.
AND
EASTMAN TELECO COMPANY
INTO
BAKER HUGHES MINING TOOLS, INC.**

FILED
In the Office of the
Secretary of State of Texas
DEC 22 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 Baker Hughes Drilling Technologies, Inc., a corporation organized under the laws of the State of California, and Eastman Teleco 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 17, 1992:

" **RESOLVED**, That Baker Hughes Drilling Technologies, Inc., a corporation organized and existing under the laws of the State of California ("BHDTI") 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 BHDTI 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 BHDTI without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of BHDTI.

" **RESOLVED**, That **Eastman Teleco Company**, a corporation organized and existing under the laws of the State of Delaware ("**ETC**") 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 **ETC** 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 **ETC** without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of **ETC**.

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>
Baker Hughes Drilling Technologies, Inc.	Common	100	100
Eastman Teleco Company	Common	1,000	1,000

3. The laws of California, the jurisdiction under which Baker Hughes Drilling Technologies, Inc. is organized, permits such a merger.

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

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

Dated this 17th 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

183

**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.

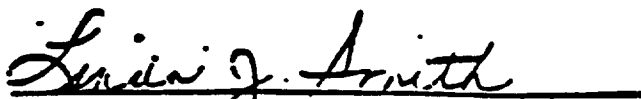
ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated January 5, 1993.

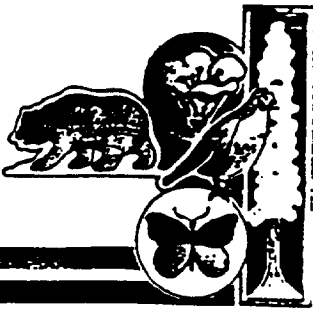
BAKER HUGHES MINING TOOLS, INC.



David M. Cowan
Vice President


Linda J. Smith
Assistant Secretary

A430232



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 3 1 1993



March Fong Eu

Secretary of State

TRADEMARK

REEL: 002630 FRAME: 0762

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."

OFFICERS' CERTIFICATE

OF

BAKER HUGHES DRILLING TECHNOLOGIES, INC.

Joel V. Staff, President and David M. Cowan, Secretary of Baker Hughes Drilling Technologies, Inc., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify:

1. That they are the President and the Secretary, respectively of Baker Hughes Drilling Technologies, Inc., a corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common	100

3. That the principal terms of the Agreement of Merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equalled or exceeded the vote required by each class to approve said Agreement of Merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote Required to Approve the Merger</u>
Common	100%

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

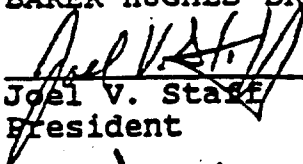
BAKER HUGHES PRODUCTION TOOLS, INC.



Max L. Lukens
President


Jack Brooks Coe
Secretary

BAKER HUGHES DRILLING TECHNOLOGIES, INC.


Joel V. Staff
President


David M. Cowan
Secretary

OFFICERS' CERTIFICATE

OF

BAKER HUGHES PRODUCTION TOOLS, INC.

We, Max L. Lukens, President and Jack Brooks Coe, Secretary of Baker Hughes Production Tools, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the President and the Secretary, respectively of Baker Hughes Production Tools, Inc., a California corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total Number of Shares Entitled to Vote</u>
Common	1000

3. That the principal terms of the Agreement of Merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equalled or exceeded the vote required by each class to approve said Agreement of Merger.

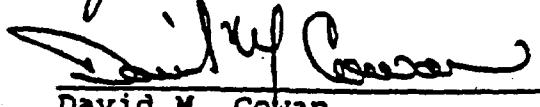
4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote Required to Approve the Merger</u>
Common	100%

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 March 10, 1993.

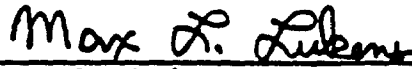


Joel V. Staff
President

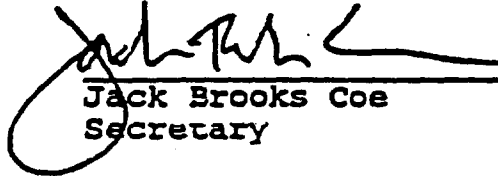


David M. Cowan
Secretary

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 March 10, 1993.

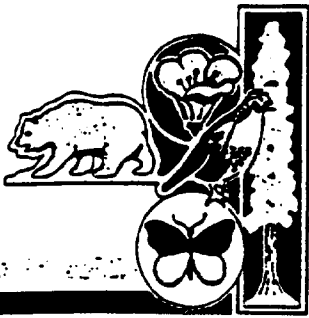


Max L. Lukens
President



Jack Brooks Coe
Secretary

A433795



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

TRADEMARK

REEL: 002630 FRAME: 0769

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

BAKER HUGHES INTEQ, INC.

We, Max L. Lukens, the Senior Vice President and Jack Brooks Coe, the Assistant Secretary of Baker Hughes INTEQ, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Senior Vice President and the Assistant Secretary, respectively, of Baker Hughes INTEQ, Inc., a California corporation.

2. That an amendment to the Articles of Incorporation of this corporation has been approved by the board of directors.

3. The amendment so approved by the board of directors is as follows:

Article I of the articles of incorporation of this corporation is amended to read as follows:

"The name of this corporation is
Baker Hughes Oilfield Operations,
Inc."

4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by written consent of the shareholders is the same as that set forth above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendments in accordance with Section 902 of the California Corporations Code.

5. That the designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or give written consent to said amendment for approval thereof are as follows:

<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.

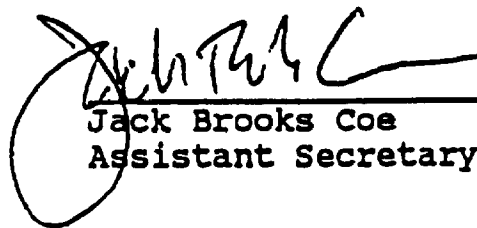
7. That this certificate shall become effective on July 1, 1993.

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
Senior Vice President



Jack Brooks Coe
Assistant Secretary