

3-703

03-28-2003



To the Honorable Commissioner of Patent

and original documents or copy thereof.

102402795

1. Name(s) of conveying party(ies):
Tuboscope Vetco International, Inc.

- Individual(s)
- Association
- Limited Partnership
- Corporation of Texas
- General Partnership
- Other:

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: Conversion to Limited Partnership

Execution Date: December 31, 1999

2. Name(s), and address(es) of receiving party(ies):

Name: Tuboscope Vetco International, L.P.
Address: 2835 Homes Road
Houston, Texas 77051

- Individual(s)
- Association
- General Partnership
- Limited Partnership of Texas
- Corporation
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation 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 Number(s):

B. Trademark Registration Number(s):

1,275,804
1,268,912

Additional numbers attached? Yes No

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

Name: Christina J. Hieber
Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: [No.]

7. Total fee (37 CFR 3.41): \$65

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Christina J. Hieber

Name of person signing

Signature

March 7, 2003

Date

03/27/2003 DBYRNE 00000087 1275804

Total number of pages including cover sheet, attachments and documents: 7

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



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

TUBOSCOPE VETCO INTERNATIONAL, L.P.
FILE NO. 128627-10

ARTICLES OF CONVERSION

DECEMBER 22, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 13, 2000.

Elton Bomer
Secretary of State DAE

TRADEMARK
REEL: 002701 FRAME: 0741

**ARTICLES OF CONVERSION
OF
TUBOSCOPE VETCO INTERNATIONAL, INC.**

FILED
in the Office of the
Secretary of State of Texas
DEC 22 1999
Corporations Section

Pursuant to the provisions of Section 5.18 of the Texas Business Corporation Act, as amended ("Act"), the undersigned, the authorized officer of Tuboscope Vetco International, Inc., a Texas corporation, hereby executes the following Articles of Conversion:

FIRST: The name of the converting entity is Tuboscope Vetco International, Inc. (the "Converting Entity"). The Converting Entity is a Texas corporation organized pursuant to the Act. The Converting Entity was formed effective September 30, 1963.

The name of the converted entity will be Tuboscope Vetco International, L.P. (the "Converted Entity"). The Converted Entity will be organized as a Texas limited partnership pursuant to the Texas Revised Limited Partnership Act, as amended.

SECOND: A Plan of Conversion (the "Plan of Conversion") was duly approved, adopted, certified, executed and acknowledged by the shareholders of the Converting Entity in the manner prescribed by the Act and the Bylaws of the Converting Entity on December 15, 1999.

THIRD: The address of the principal place of business of the Converting Entity is 2835 Holmes Road, Houston, Texas 77051. An executed Plan of Conversion is on file at such address. The address of the principal place of business of the Converted Entity will be 2835 Holmes Road, Houston, Texas 77051. An executed Plan of Conversion will be on file, from and after the conversion, at such address.

FOURTH: A copy of the Plan of Conversion will be furnished by the Converting Entity, prior to the conversion, or the Converted Entity, from and after the conversion, on written request and without cost, to any shareholder of the Converting Entity or any partner of the Converted Entity.

FIFTH: The Plan of Conversion was duly authorized by all action required by the laws of the State of Texas, including the Act, and by the Converting Entity's constituent documents. All shareholders entitled to vote on the Plan of Conversion approved the Plan of Conversion.

SIXTH: A Comptroller's certificate with respect to the payment of all fees and franchise taxes is attached.

SEVENTH: The conversion will become effective upon filing of these Articles with the Texas Secretary of State.

EIGHTH: The total number of shares outstanding of the Converting Entity is 3,000, and the total number of shares of the Converting Entity voting in favor of the conversion is 3,000.

NINTH: The conversion shall be effective as of 11:59 PM, Central Standard Time, December 31, 1999.

TUBOSCOPE VETCO INTERNATIONAL, L.P.
CERTIFICATE OF LIMITED PARTNERSHIP

FIRST: Tubo-FGS, L.L.C., a Delaware limited liability company, serving as the sole general partner of Tuboscope Vetco International, L.P., a Texas limited partnership, hereby makes the following statements:

1. The name of the limited partnership is Tuboscope Vetco International, L.P.
2. The address of the registered office of the limited partnership is 2835 Holmes Road, Houston, Texas 77051.
3. The name of the registered agent for service of process is James F. Maroney III. The address of the registered agent is 2835 Holmes Road, Houston, Texas 77051.
4. The address of the principal office in the United States where records of the limited partnership are to be kept or made available is 2835 Holmes Road, Houston, Texas 77051.
5. The name, mailing address and street address of the business of the sole general partner is as follows:

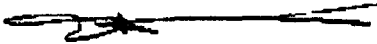
Tubo-FGS, L.L.C.
2835 Holmes Road
Houston, Texas 77051

SECOND: Pursuant to the provisions of Section 2.15 of the Texas Revised Limited Partnership Act, the undersigned hereby makes the following statements:

1. The partnership is converting from a corporation to a limited partnership, pursuant to a plan of conversion of even date herewith.
2. The name of the corporation before the conversion to a limited partnership was Tuboscope Vetco International, Inc. The mailing address and street address of the corporation before the conversion to a limited partnership was 2835 Holmes Road, Houston, Texas 77051.
3. The state in which the corporation was incorporated before conversion was the State of Texas, and was effective September 30, 1963.
4. The change in name required in connection with the conversion of the corporation to a limited partnership in Texas is from Tuboscope Vetco International, Inc. to Tuboscope Vetco International, L.P.
5. The effective date of the conversion will be 11:59 PM, Central Standard Time, December 31, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership on the 13th day of December, 1999.

Tubo-FGS, L.L.C.


By: _____
James F. Maroney III
Manager

"GENERAL PARTNER"



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

December 17, 1999

TUBOSCOPE VETCO INTERNATIONAL INC
PO BOX 808
HOUSTON, TX 77001-0808

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

TUBOSCOPE VETCO INTERNATIONAL INC

is, as of this date, in good standing with this office for the purpose of merger, withdrawal, conversion when the converting entity will no longer be subject to the franchise tax filing provisions, dissolution under Article 6.01 of the Texas Business Corporation Act, or dissolution under Article 6.08 of the Texas Limited Liability Company Act, having filed the required franchise tax reports and having paid the franchise tax computed to be due through December 31, 1999.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 17th day of
December, 1999 A.D.

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Taxpayer number: 1-74-1473942-9

File number: 00196796-00

05-329

RECORDED: 03/07/2003

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