

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Correct Document ID No. 102401407 filed to correct State of Assignee to Texas from Delaware in recorded assignment at Reel/Frame 002611/0753
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kinley Corp.		10/01/2002	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Expro Americas Inc.
Street Address:	580 Westlake Park Blvd., Suite 1500
City:	Houston
State/Country:	TEXAS
Postal Code:	77079
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2327747	

CORRESPONDENCE DATA

Fax Number: (713)221-2111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7132211352
 Email: ben.tobor@bracepatt.com
 Correspondent Name: Ben D. Tobor
 Address Line 1: P.O. Box 61389
 Address Line 2: Bracewell & Patterson, L.L.P.
 Address Line 4: Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:	028408.000006
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NAME OF SUBMITTER:	Paul Lilly
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Total Attachments: 13
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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

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 _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 1, 2002

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

7. 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

11/07/2002 6TON11 00000020 2327747 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: 002791 FRAME: 0781

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

OCT 01 2002

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

This Agreement of Merger (the "Agreement"), dated this 1st 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\1455652.1

(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

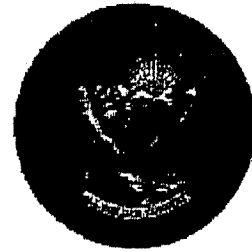
KINLEY CORPORATION
a Nevada corporation

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

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