

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Merger and Change of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Scientific Drilling International		12/22/1999	CORPORATION: NEVADA

RECEIVING PARTY DATA	
Name:	Scientific Drilling International, Inc.
Street Address:	1100 Rankin Road
City:	Houston
State/Country:	TEXAS
Postal Code:	77073
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1825668	

CORRESPONDENCE DATA	
Fax Number:	(713)229-7956
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(713) 229-2156
Email:	houtmdpt@bakerbotts.com
Correspondent Name:	James R. Robinson
Address Line 1:	910 Louisiana
Address Line 4:	Houston, TEXAS 77002

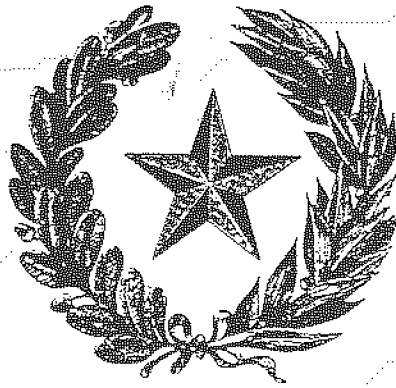
ATTORNEY DOCKET NUMBER:	064938.0108
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NAME OF SUBMITTER:	James R. Robinson
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<p>Total Attachments: 7 source=SDI Merger pg. 1#page1.tif source=SDI Merger pg. 2#page1.tif source=SDI Merger pg. 3#page1.tif source=SDI Merger pg. 4#page1.tif source=SDI Merger pg. 5#page1.tif</p>

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The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

SCIENTIFIC DRILLING INTERNATIONAL

A Nevada no permit entity

with

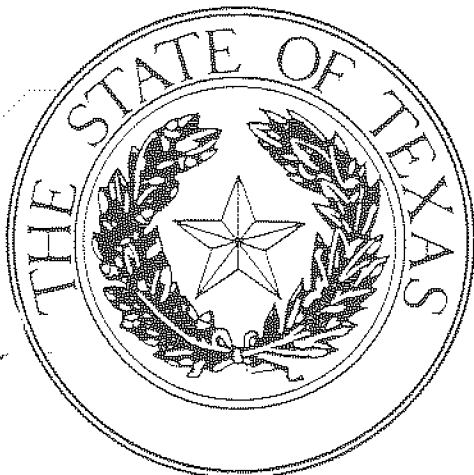
TURVEYDROP TRADING, INC.

A Texas corporation which changed its name to
SCIENTIFIC DRILLING INTERNATIONAL, INC.

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.

Filed December 30, 1999

Effective December 30, 1999



Elton Bismarck TRADEMARK

REEL 002796 FRAME: 0511

FILED
In the Office of the
Secretary of State of Texas
DEC 30 1999
Corporations Section

ARTICLES OF MERGER

merging
SCIENTIFIC DRILLING INTERNATIONAL
(a Nevada corporation)
with and into
TURVEYDROP TRADING, INC.
(a Texas corporation)

which will be renamed with the merger
"SCIENTIFIC DRILLING INTERNATIONAL, INC."

Pursuant to the provisions of both Article 5.04 of the Texas Business Corporation Act (the "TBCA"), and Section 92A.120 of the Nevada General Corporation Law (the "NGCL"), the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger (the "Merger") in accordance with the provisions of Part Five of the TBCA.

1. The Boards of Directors of Scientific Drilling International ("Scientific") and Turveydrop Trading, Inc. ("Turveydrop") have resolved that Scientific be merged and pursuant to the Nevada General Corporation Law (NGCL) and the Texas Business Corporation Act (TBCA) into a single corporation existing under the laws of the State of Texas, to wit, Turveydrop, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(i) of the Internal Revenue Code of 1986, as amended.

2. The name of each of the undersigned corporations that are a party to the Merger and the laws under which such corporation is organized are:

<u>Name of Corporation</u>	<u>State</u>
Scientific Drilling International 1100 Rankin Road Houston, Texas 77073	Nevada

Turveydrop Trading, Inc. 1100 Rankin Road Houston, Texas 77073	Texas
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3. A Plan of Merger (the "Plan of Merger") was approved and adopted by Turveydrop Trading, Inc. in accordance with the provisions of Article 5.03 of the TBCA, and by Scientific Drilling International in accordance with the provisions of Section 92A.120 of the NGCL, providing for the merger of Scientific Drilling International with and into Turveydrop Trading, Inc. and resulting in Turveydrop Trading, Inc. being the surviving corporation in the Merger.

16/24/99 SEP 10 10 10 AM '99

4. An executed copy of the Plan of Merger is on file at the principal place of business of Turveydrop Trading, Inc. at 1100 Rankin Road, Houston, Texas 77073 and a copy of the Plan of Merger will be furnished by such entity, on written request and without cost, to any shareholder of each domestic corporation that is a party to the Plan of Merger, and to any creditor or obligee of the parties to the Merger at the time of the Merger if such obligation is then outstanding.

5. Pursuant to the provisions of Article 4.04 of the TBCA, the Articles of Incorporation of Turveydrop Trading, Inc., which is the surviving corporation in the Merger, are to be amended by the Plan of Merger. Said amendments to the Articles of Incorporation, which change the name of the corporation, the classes of shares, dividends, voting rights and revaluation of shares, were adopted by the sole shareholder of Turveydrop Trading, Inc. on December 22, 1999.

a) Article One thereof shall be amended to read in its entirety as follows:

"ARTICLE I"

"The name of the corporation is SCIENTIFIC DRILLING INTERNATIONAL, INC."

b) Article IV thereof shall be amended to read in its entirety as follows:

"ARTICLE IV"

"The total number of shares of stock of all classes that the Corporation shall have authority to issue is 1,000,000 divided into two classes as follows: 50,000 shares shall be Class A Common Stock, par value \$0.01 per share ("Class A Common stock") and 950,000 shares shall be Class B Common Stock, par value \$0.01 per share, ("Class B Common Stock" and, together with the Class A Common Stock, "Common Stock").

Shares of any class of stock of the Corporation may be issued for such consideration (but not less than the par value thereof) and for such corporate purposes as the Board of Directors may determine. When such shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be fully paid stock and shall be non-assessable.

Shares of the Class B common Stock are identical in all respects to shares of the Class A common Stock, except as specifically provided in this article.

Dividends. Dividends may be paid on either or both classes of Common Stock, as the Board of Directors shall determine, out of any assets of the corporation available for such dividends.

Voting Rights. The holders of the Class A Common Stock exclusively shall possess full voting power for the election of directors and for all other purposes. The holders of the Class B Common Stock shall not be entitled to vote, except as may from time to time be mandatorily provided by the laws of the State of Texas.

Revaluation. In the event that any court, board, tribunal, administrative agency or other governmental body shall determine that the fair market value of any of the Common Stock was at the time of the issuance of such stock other than equal to the fair market value of the consideration delivered to the Corporation in consideration of the issuance of such stock, the Corporation shall cause to be issued additional shares of Class A Common Stock or Class B Common Stock, as the case may be, to the holders of such stock, or the holders of such stock shall transfer to the Corporation additional assets sufficient to cause the fair market value of all such issued Class A common Stock or Class B Common Stock, as the case may be (determined as set out above), to equal the fair market value (determined as set out above, including consideration of all equitable factors such as the time value of money) of the consideration delivered to the Corporation in consideration of the issuance of such stock. Nothing in this paragraph, however, shall render not fully paid or assessable any stock of the Corporation issued in consideration of the transfer to the Corporation of cash, labor or property that, in the good faith judgment of the Board of Directors, is adequate in value to support such issuance."

6. As to the undersigned domestic corporation and the undersigned foreign corporation, the approval of their shareholders is not required. Nevertheless, the Plan of Merger was approved by the unanimous consent of each corporation's shareholders eligible to vote. The number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

Name of Corporation	Number of Shares Outstanding	Class or Series	Number of Shares Entitled to Vote as a Class or Series
Turveydrop Trading, Inc.	1,000	N/A	N/A
Scientific Drilling International	1,000,000	N/A	N/A

7. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Nevada under which Scientific Drilling International was incorporated and by its constituent documents. The Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws of the State of Texas under which Turveydrop Trading, Inc. was incorporated and by its constituent documents.

8. At the Merger Effective Time, (defined in Section 10 below) by virtue of the Merger and without any action on the part of the holder of any shares:

- 12/22/99 WED 10:14 AM
- a) Cancellation of Merging Corporation-Owned Stock. Each issued and outstanding Merging Corporation Share that is owned by Merging Corporation immediately prior to the Merger Effective Time shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor.
 - b) Conversion of Merging Corporation Shares. Each issued and outstanding Merging Corporation Share (other than shares to be canceled in accordance with Section 8 a shall be automatically converted into one validly issued, fully paid and non-assessable Surviving Corporation Share to be delivered by the Surviving Corporation in accordance with Section 8 a.
 - c) Cancellation of Surviving Corporation Shares Owned by Merging Corporation. Each issued and outstanding Surviving Corporation Share that is owned by the Merging corporation immediately prior to the Merger Effective Time shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor.
 - d) From and after the Merger Effective Time, all of the outstanding certificates which prior to that time represented Merging Corporation Shares ("Certificates") shall be deemed for all purposes to evidence ownership of, and to represent, the Surviving Corporation Shares into which the Merging Corporation Shares represented by such Certificates have been converted as herein provided. No certificates for Surviving Corporation Shares will be issued as a result of the Merger and no holder of record of any Certificates shall be entitled to surrender Certificates for cancellation to the Surviving Corporation Shares which such holder has the right to receive pursuant to the provisions of this Section 8. The registered owner on the books and records of Surviving Corporation or its transfer agent of any such Certificates shall, until such Certificates shall have been surrendered for transfer or otherwise accounted for to Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the Surviving Corporation Shares evidenced by such Certificates as above provided.

9. The surviving corporation of the Merger agrees to be responsible for the payment of any fees and franchise taxes required to be paid by Scientific Drilling International and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

10. The Merger will become effective on December 28, 1999 at 10:00 (AM/PM) ("Merger Effective Time") in accordance with the provisions of Article 10.03 of TBCA, and Section 92A. 240 of the NGCL.

- 11 Turveydrop Trading, Inc. designates the following address as the address to which the Nevada Secretary of State is to mail any process served on him or her against the entity: 1100 Rankin Road, Houston, Texas 77073.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 22 day of December, 1999.

SCIENTIFIC DRILLING INTERNATIONAL

By: Donald H. Van Steenwyk

Donald H. Van Steenwyk
Chairman and Chief Executive Officer

TURVEYDROP TRADING, INC.

By: Donald H. Van Steenwyk

Donald H. Van Steenwyk
Chairman and Chief Executive Officer