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SECRETARY OF STATE

# The State of Texas

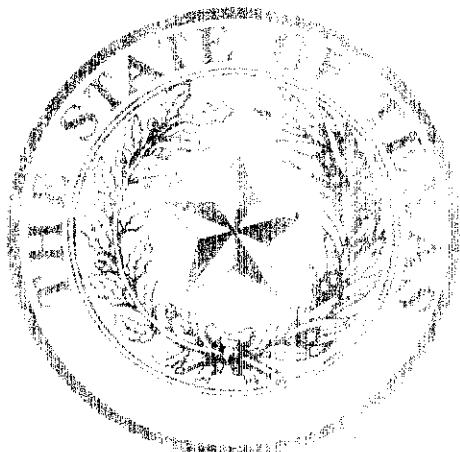
## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

PRIDE OIL WELL SERVICE COMPANY


Articles of Amendment

May 7, 1980



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

11th. day of September, A. D. 19 80

  
Secretary of State

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AMENDMENT TO ARTICLES OF INCORPORATION OF  
PRIDE OIL WELL SERVICE COMPANY  
Charter No. 426771

FILED  
in the Office of the  
Secretary of State of Texas

MAY - 7 1980

ARTICLE ONE

The name of the corporation is Pride Oil Well Service Company.

ARTICLE TWO

The following amendment to the Articles of Incorporation of Pride Oil Well Service Company was adopted on February 22, 1980, viz: ARTICLE FOUR is amended to read as follows:

"ARTICLE FOUR

"This corporation is authorized to issue two classes of shares which shall be known as Common Stock, without par value, and Convertible Preferred Stock, without par value. The present shares of capital stock shall be converted into and exchanged for fully paid and non-assessable Common Stock at a rate of one (1) for one (1). The total number of shares of Common Stock which this corporation is authorized to issue is 30,000,000. The total number of shares of Convertible Preferred Stock which this corporation is authorized to issue is 10,000,000.

"The rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of shares or the holders thereof are as follows:

"A. Dividend Rights. The holders of Convertible Preferred Stock and Common Stock shall be entitled to receive dividends in equal amounts, when, as and if declared by the Board of Directors out of any funds legally available therefor, for any given fiscal year determined in accordance with generally accepted accounting principles in effect during such fiscal year. No dividends shall be paid to the holder of any shares unless and until the holders of all other shares receive an equal dividend.

"B. Liquidation Preferences. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary

or not, the holders of Convertible Preferred Stock shall be entitled to receive all of the assets of the corporation remaining after payment of all just obligations and indebtedness and the holders of Common Stock shall receive no assets.

"A merger, consolidation or conveyance of assets shall not be deemed to be a liquidation, dissolution or winding up within the meaning of the foregoing paragraph.

"C. Voting Rights by Class. Except as otherwise expressly provided by law or agreement to which all holders of Convertible Preferred Stock and Common Stock are a party, the voting rights of Shareholders shall be as follows:

"1. Holders of Common Stock voting separately and as a class, shall have the sole and exclusive right to elect one (1) Director of the corporation, and holders of Convertible Preferred Stock, voting separately and as a class, shall have the sole and exclusive right to elect all other Directors, and for this purpose each holder of Convertible Preferred Stock and Common Stock shall have one vote for each share held.

"2. On all other matters presented to a vote of the Shareholders of the corporation, the holders of Convertible Preferred Stock and the holders of Common Stock shall vote together as a single class, and each share shall be entitled to one vote.

"D Conversion Rights.

"1. The Convertible Preferred Stock, at the option of the respective holders thereof, shall be convertible one for one into fully paid and non-assessable shares of Common Stock. Such right to convert shall be exercised by surrendering for such purpose to the corporation, at the office of the corporation or of any transfer agent for the Common Stock or

Convertible Preferred Stock, certificates representing the shares to be converted duly endorsed in blank or accompanied by proper instruments of transfer. Such conversion shall be deemed to have been made as of the date of such surrender of the Convertible Preferred Stock and the person entitled to receive the Common Stock thereof shall be treated for all purposes as the record holder of such Common Stock on such date.

"2. The number of shares of Common Stock into which shares of Convertible Preferred Stock may be converted shall be subject to adjustments as follows:

" (a) In case the corporation shall be recapitalized through the subdivision or combination of its outstanding Common Stock into a larger or smaller number of shares of Common Stock into which shares of Convertible Preferred Stock may be converted shall be increased or reduced in the same proportion.

"(b) In case the corporation declares a dividend on or in respect of the Common Stock payable in Common Stock or securities convertible into Common Stock, then, as of the record date for determining the holders entitled to receive such dividend, the number of shares of Common Stock into which shares of Convertible Preferred Stock may be converted shall be increased in proportion to the increase through such dividend of the number of outstanding shares of Common Stock.

"(c) In case the corporation determines to offer rights to the holders of Common Stock entitling them to subscribe to additional Common Stock or securities convertible into Common Stock, the corporation shall give

written notice of such proposed rights offering to the holders of Convertible Preferred Stock at least 15 days prior to the proposed date in order to permit them to convert their Convertible Preferred Stock into Common Stock on or before such record date. There shall be no adjustment in the conversion rate by virtue of any sale of any class of securities of the corporation.

"(d) In case of any capital reorganization, including any reclassification of the capital stock of the corporation or any merger of the corporation with or into another corporation or the sale or conveyance of all or substantially all of the assets of the corporation to another corporation, each share of Convertible Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock deliverable upon conversion of such share of Convertible Preferred Stock would have been entitled upon such reorganization; and in any such case, appropriate adjustments (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of Convertible Preferred Stock to the end that the provisions set forth herein (including provisions with respect to changes in, and other adjustments of the conversion rate) shall thereafter be applicable, as

nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Convertible Preferred Stock.

"3. Whenever the amount of Common Stock or other securities deliverable upon the conversion of Convertible Preferred Stock shall be adjusted pursuant to the provisions hereof, the corporation shall forthwith file, at its principal executive office and with any transfer agent for its Common Stock and Convertible Preferred Stock, a statement signed by the Chief Executive Officer and Treasurer of the corporation, stating the adjusted amount of its Common Stock or other securities deliverable per share of the Convertible Preferred Stock calculated to the nearest one-hundredth and setting forth in reasonable detail the method of calculation and the facts requiring such adjustment and upon which such calculation is based. Each adjustment shall remain in effect until a subsequent adjustment is required hereunder.

"4. The corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares deliverable upon conversion of all the then outstanding Convertible Preferred Stock and shall take all such action and obtain all such permits and orders as may be necessary to enable the corporation lawfully to issue such Common Stock upon the conversion of Convertible Preferred Stock.

"5. No fractions of shares of Common Stock shall be issued upon the conversion of Convertible Preferred Stock. In lieu of fractions, the corporation shall pay to the persons otherwise entitled to such fractions an amount in cash equal to the fair market value of such fractional interests, as determined by the Board of Directors.

"6. The issue of stock certificates on conversion of Convertible Preferred Stock shall be made without charge to the converting Shareholder of any stock transfer tax with respect to the issuer thereof, provided that the Common Stock deliverable upon conversion is issued in the name of the holder of the Convertible Preferred Stock certificate converted.

"F. No Preemptive Rights. No holder of any share of stock of any class or series of the corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class or series which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or series, whether out of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any shares of the capital stock of any class or series of the corporation, as such holder, have any right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the stock of the corporation of any class or series, or to which shall be attached or appurtenant any warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or series."

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 1,000,000 shares of no-par Common Capital Stock and 860,000 shares of no-par Convertible Preferred Capital Stock.

ARTICLE FOUR

The number of shares voted for such amendment was 1,000,000 shares of no-par Common Capital Stock and 860,000 shares of no-par Convertible Preferred Capital Stock; the number of shares voted against such amendment was none.

ARTICLE FIVE

There will be no change in stated capital of the corporation, the increase in the number of shares is authorized in order to effect a stock split.

EXECUTED THIS 22nd day of February, 1980.

PRIDE OIL WELL SERVICE COMPANY

By Ray H. Tolson  
Ray H. Tolson, President

ATTEST:

Michael P. Fabrizius  
Michael P. Fabrizius, Secretary

THE STATE OF TEXAS

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COUNTY OF

X

I, the undersigned, a Notary Public, do hereby certify that on this 28 day of April 1980, personally appeared before me RAY H. TOLSON who declared he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year above written.

Shirley A. Dandridge  
Notary Public  
in and for Harris County, Texas