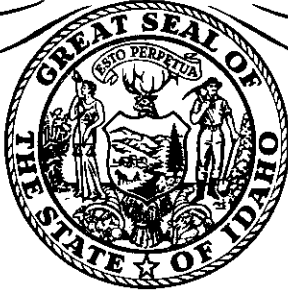


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

LAYNE FRANKLIN COMPANY,

a corporation duly organized and existing under the laws of **Texas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **18th** day of **September** **1961**, a properly authenticated copy of its articles of incorporation, and on the **18th** day of **September** **1961**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **September**, A.D. **1961**.

Secretary of State.



The State of Texas

Secretary of State

I, P. FRANK LAKE, Secretary of
State of the State of Texas DO HEREBY CERTIFY that the
attached is a true and correct copy of the following
described instruments on file in this office;

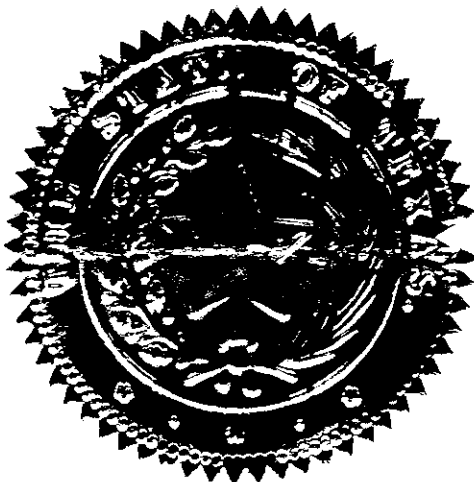
LAYNE FRANKLIN COMPANY

Articles of Incorporation

June 5, 1959

Change of Registered Office and Agent

October 7, 1960



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

8th day of SEPTEMBER, A. D. 19 61.

P. Frank Lake

Secretary of State

TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:



Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is Layne Franklin Company.
2. The postoffice address of its present registered office is Courthouse Annex Building, Ozona, Texas.
3. The postoffice address to which its registered office is to be changed is 5402 Lawndale Avenue (P. O. Box 9098), Houston 11, Texas.
4. The name of its present registered agent is A. O. Fields.
5. The name of its successor registered agent is O.F. Jensen.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated September 30, 1960.

LAYNE FRANKLIN COMPANY

BY Robert M. Franklin
Its President

and Patricia E. Franklin
Its Secretary

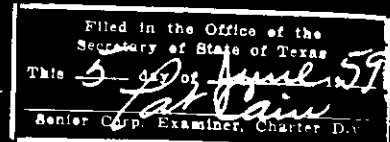
THE STATE OF TEXAS

COUNTY OF CROCKETT

I, G. O. Reed, a notary public, do hereby certify that on this 30th day of September, 1960, personally appeared before me ROBERT M. FRANKLIN, who being by me first duly sworn, declared that he is the President of LAYNE FRANKLIN COMPANY, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

G. O. Reed
Notary Public in and for
Crockett County, Texas.

ARTICLES OF INCORPORATION
OF LAYNE FRANKLIN COMPANY



We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, except Howard S. Perry who is a citizen of the State of Colorado, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE.

The name of the corporation is LAYNE FRANKLIN COMPANY.

ARTICLE TWO.

The period of its duration is perpetual.

ARTICLE THREE.

The purpose or purposes for which the corporation is organized are:

To establish, maintain and engage in the business of drilling all types and diameter holes below ground surface and/or casing same, which includes water wells, oil or gas wells, storage wells, ventilation holes, and core drilling with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in drilling or otherwise sinking of these said holes or wells, and the purchase and sale of goods, wares and merchandise, and services used for such business.

ARTICLE FOUR.

The aggregate number of shares which the corporation shall have authority to issue is Three Thousand, Two Hundred Twenty-five (3,225) shares of the par value of Fifty (\$50.00) Dollars each.

ARTICLE FIVE.

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand (\$1,000.00) Dollars consisting of money, labor done or property actually received, which sum is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE SIX.

The postoffice address of its initial registered office is Court House Annex Building, Ozona, Texas (also P. O. Box 546,

Ozona, Texas) and the name of its initial registered agent at such address is A.O. Fields.

ARTICLE SEVEN.

The number of directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Robert M. Franklin

906 Third Street
Ozona, Texas. Road

Howard S. Perry

480-32 Road,
Grand Junction, Colorado,

Warren R. Basye

3049 Dunham St.,
Dallas, Texas.

O. F. Jensen

2104 Bernard Avenue,
Houston 6, Texas.

Roy A. Taylor

3615 West Beverly Drive,
Dallas, Texas.

ARTICLE EIGHT.

The names and addresses of the incorporators are:

Robert M. Franklin

906 Third Street
Ozona, Texas. Road

Howard S. Perry

480-32 Road,
Grand Junction, Colorado.

Warren R. Basye

3049 Dunham St.,
Dallas, Texas.

O. F. Jensen

2104 Bernard Avenue,
Houston 6, Texas.

Roy A. Taylor

3615 West Beverly Drive,
Dallas, Texas.

ARTICLE NINE.

The provisions of Section D of Article 2.22 of Part 2 of the Texas Business Corporation Act (which relates to issue and sale of treasury and unissued shares to officers and employees or to officers and employees of any subsidiary corporation) shall be applicable to this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this,
the 24th day of May, 1959.

Robert M. Franklin
Robert M. Franklin

Howard S. Perry
Howard S. Perry

Warren R. Basye
Warren R. Basye

O. F. Jensen
O. F. Jensen

Roy A. Taylor
Roy A. Taylor

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

I, Robert M. Franklin, a Notary Public, do hereby certify that on this 24th day of May, 1959, personally appeared before me ROBERT M. FRANKLIN, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Robert M. Franklin
Notary Public in and for
Crockett County, Texas.

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

I, Robert M. Franklin, a Notary Public, do hereby certify that on this 24th day of May, 1959, personally appeared HOWARD S. PERRY, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Robert M. Franklin
Notary Public in and for
Mesa County, Colorado.

THE STATE OF TEXAS

COUNTY OF DALLAS

I, Henry J. Bostock, a Notary Public, do hereby certify that on this 1st day of June, 1959, personally appeared WARREN R. BASYE, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Henry J. Bostock
Notary Public in and for
Dallas County, Texas.

THE STATE OF TEXAS

COUNTY OF HARRIS

I, Douglas W. Haldge a Notary Public, do hereby certify that on this 29th day of May, 1959, personally appeared O. F. JENSEN, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Douglas W. Haldge
Notary Public in and for
Harris County, Texas.

DOUGLAS W. HALDGE

Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1967.

THE STATE OF TEXAS

COUNTY OF DALLAS

I, Allen J. Hostack a Notary Public, do hereby certify that on this 1st day of June, 1959, personally appeared ROY A. TAYLOR, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Allen J. Hostack
Notary Public in and for
Dallas County, Texas.