



CERTIFICATE OF AUTHORITY
OF

ASSOCIATED OILTOOLS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ASSOCIATED OILTOOLS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ASSOCIATED OILTOOLS, INC. to transact business in this State under the name ASSOCIATED OILTOOLS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 4, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Diner

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ASSOCIATED OILTOOLS, INC.
2. *The name which it shall use in Idaho is ASSOCIATED OILTOOLS, INC.
3. It is incorporated under the laws of Texas
4. The date of its incorporation is December 4, 1978 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Enserch Tower, 10375 Richmond, Houston, Texas 77042
6. The address to which correspondence should be addressed, if different from that in item 5 300 South St. Paul Street, Suite 510, Enserch Center, Dallas, Texas 75201
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Provision of oil well service work

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>(SEE ATTACHED RIDER)</u>		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	Common	\$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 18, 19 84.

ASSOCIATED OILTOOLS, INC.

By W. G. Pearson

W. G. Pearson Its President

and F. W. Fraley

F. W. Fraley Its Corporate Secretary
III

STATE OF TEXAS)

COUNTY OF DALLAS) ss:

I, Cynthia Willis, a notary public, do hereby certify that on this 18th day of April, 19 84, personally appeared before me W. G. Pearson, who being by me first duly sworn, declared that he is the President of ASSOCIATED OILTOOLS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Cynthia Willis
Notary Public
Commission Expires 6-18-85

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ASSOCIATED OILTOOLS, INC.

DIRECTORS

<u>Names</u>	<u>Office</u>	<u>Address</u>
W. C. McCord	Director	300 South St. Paul Street, Dallas, TX 75201
C. V. Helm	Director	10375 Richmond, Houston, TX 77042
W. G. Pearson	Director	8 St. James's Square, London SW1Y 4JU England
F. M. Pool	Director	515 W. Avenue North, San Angelo, TX 76902
W. T. Satterwhite	Director	300 South St. Paul Street, Dallas, TX 75201
S. R. Singer	Director	300 South St. Paul Street, Dallas, TX 75201
R. B. Williams	Director	300 South St. Paul Street, Dallas, TX 75201

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
W. C. McCord	Chairman of the Board and Chief Executive Officer	300 South St. Paul Street Dallas, TX 75201
W. G. Pearson	President	8 St. James's Square London SW1Y 4JU England
P. Clayton	Senior Vice President	8 St. James's Square London SW1Y 4JU England
C. R. Pianca	Executive Vice President - Finance	8 St. James's Square London SW1Y 4JU England
D. R. Wiley	Vice President	P. P. Inti Jatam Pura/PT Sarida Perkasa 11th Floor Central Plaza Jalan Jenderal Sudirman Jakarta Pusat Indonesia
R. K. O'Neil	Senior Vice President North America	611 Lockhaven Houston, TX 77073
C. R. Ennis	Senior Vice President and General Counsel	8 St. James's Square London SW1Y 4JU England
S. A. Ashworth	Treasurer	8 St. James's Square London SW1Y 4JU England
F. W. Fraley, III	Corporate Secretary	300 South St. Paul Street Dallas, TX 75201
G. Hatfield	Assistant Corporate Secretary	8 St. James's Square London SW1Y 4JU England
J. F. Stephens, Jr.	Assistant Corporate Secretary	300 South St. Paul Street Dallas, TX 75201



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:

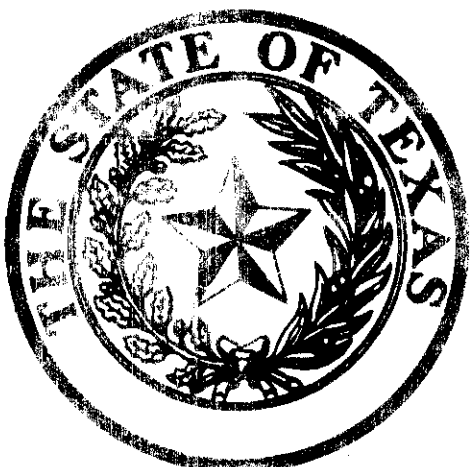
ASSOCIATED OILTOOLS, INC.

ARTICLES OF INCORPORATION

DECEMBER 4, 1978

STATEMENT OF CHANGE OF REGISTERED OFFICE

SEPTEMBER 22, 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

4th day of April, A. D. 19 84


Secretary of State

DEC 4 1978

ARTICLES OF INCORPORATION OF
ASSOCIATED OILTOOLS, INC.

Patrick Bruce

Attorney, Corporation Division

We, the undersigned natural persons of the age of
eighteen years or more, both of whom are citizens of the
State of Texas, 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 Associated Oiltools,
Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

3. The purposes for which the corporation is being
organized are:

(a) To buy, import or otherwise acquire, hold,
use, manufacture, prepare for market, sell, rent, lease, export
or otherwise dispose of, and, in general deal in goods,
wares and merchandise of every kind or description; to
furnish services of every kind and description; to
engage in research and development activities; and to
carry on any other business or activity which may be
lawfully engaged in by a business corporation; and

(b) To engage in, transact, and carry on, as principal, agent or as a partner, singly or in conjunction with any other person or persons (individual, corporate or otherwise) or through one or more subsidiary corporations, any and all businesses or activities to carry out the above purposes, including, without implied limitation, any other business or activity, convenient for or incidental to, any or all of said purposes or calculated to enhance the value of this corporation; and

(c) To transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of One Hundred United States Dollars (U.S. \$100.00) par value. Each shareholder shall have pre-emptive rights.

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 Dollars (\$1,000) consisting of money, labor done, or property actually received, which sum is not less than One Thousand Dollars (\$1,000).

ARTICLE SIX

The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors; provided, however, that any Bylaws or Amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote for the election of Directors or a new Bylaw in lieu thereof may be adopted by vote of such shareholders. No Bylaw which has been altered, amended or adopted by such vote of the shareholders may be altered, amended or repealed by vote of the Directors until two years shall have expired since such action by vote of such shareholders.

ARTICLE SEVEN

Each holder of stock of the corporation entitled to vote shall be entitled to one vote for each share held. At each election of Directors each shareholder entitled to vote at such election shall have the right to vote, in accordance with the provisions of the Texas Business Corporation Act, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote; provided that cumulative voting is expressly prohibited.

ARTICLE EIGHT

The Post Office address of its initial registered office is 1817 Wood Street, Dallas, Texas 75201, and the name of its initial registered agent at such address is F. W. Fraley, III.

ARTICLE NINE

The number of Directors constituting the initial Board of Directors is eight (8) 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:

R. B. Williams	1817 Wood Street Dallas, Texas 75201
J. Hillestad	Annabelle House 28 Staines Rd. Hounslow, Middlesex England TW3 3JS
G. M. Covington	301 S. Harwood Street Dallas, Texas 75201
W. C. McCord	301 S. Harwood Street Dallas, Texas 75201
W. T. Satterwhite	301 S. Harwood Street Dallas, Texas 75201
S. R. Singer	301 S. Harwood Street Dallas, Texas 75201
C. V. Helm	2077 S. Gessner Houston, Texas 77063
F. M. Pool	P. O. Box 1940 San Angelo, Texas

ARTICLE TEN

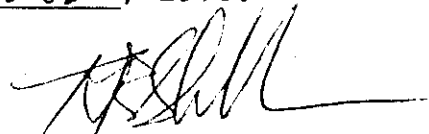
The names and addresses of the incorporators are:



R. B. Williams 1817 Wood Street
Dallas, Texas 75201

F. W. Fraley, III 1817 Wood Street
Dallas, Texas 75201

IN WITNESS WHEREOF, we have hereunto set our hands,
this 1st day of December, 1978.



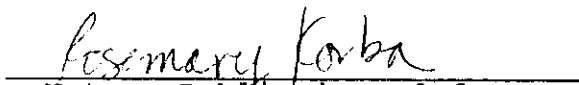
R. B. Williams



F. W. Fraley, III

STATE OF TEXAS X
 X
COUNTY OF DALLAS X

I, Rosemary Korba, a Notary Public, do hereby
certify that on this the 1st day of December, 1978,
personally appeared before me R. B. WILLIAMS and F. W.
FRALEY, III, who each being by me first duly sworn, sever-
ally declared that they are the persons who signed the
foregoing document as incorporators, and that the statements
contained therein are true.


Notary Public in and for
Dallas County, Texas

CHARTER NO. 455756

FILED
In the Office of the
Secretary of State of Texas

SEP 22 1980

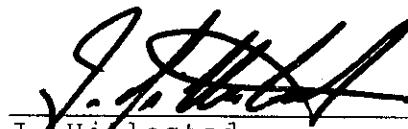
CLERK H.D.
Corporation Division

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH, BY A
TEXAS DOMESTIC CORPORATION

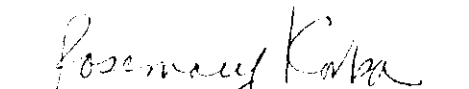
1. The name of the corporation is ASSOCIATED OILTOOLS, INC.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 1817 Wood Street, Dallas, Texas 75201.
3. The address, including street and number, to which its registered office is to be changed is ENSERCH Center, 300 South St. Paul Street, Dallas, Texas 75201.
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is F. W. Fraley, III.
5. There is no change in the name of its registered agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its Board of Directors.

ASSOCIATED OILTOOLS, INC.

By


J. Hillestad
Chairman (President)

SUBSCRIBED AND SWORN TO BEFORE ME, this 21st day of
August, 1980.


Notary Public in and for
Dallas County, Texas

(Notary Seal)