



Department of State.

**CERTIFICATE OF AUTHORITY
OF
PETROLEUM GEOPHYSICAL COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PETROLEUM GEOPHYSICAL COMPANY 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 PETROLEUM GEOPHYSICAL COMPANY to transact business in this State under the name PETROLEUM GEOPHYSICAL COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated September 17, 19 79



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY

9-19-79

3:00 To the Secretary of State of Idaho.

pm

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 PETROLEUM GEOPHYSICAL COMPANY
2. *The name which it shall use in Idaho is Petroleum Geophysical Company
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is July 1, 1965 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 P. O. Box 1458, Englewood, Colorado 80150 (3600 S. Huron)
6. The address of its proposed registered office in Idaho is 300 N. 6th St., Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Seismograph Exploration
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE RIDER ATTACHED		

9. 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
50,000	Common	NO PAR

(continued on reverse)

10. 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
9,858	Common	No Par

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

12. 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 August 20, 1979.

PETROLEUM GEOPHYSICAL COMPANY

By C. C. Cornelius

In Vice President

and H. Vaughan Blatter

Its _____ Secretary

STATE OF Pennsylvania)
)ss:
COUNTY OF Allegheny)

I, Joan B. Kane, a notary public, do hereby certify that on this 20th day of August, 1979, personally appeared before me C. C. Cornelius, who being by me first duly sworn, declared that he is the Vice President of Petroleum Geophysical Company

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

JOAN B. KANE, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES SEPT. 27, 1982
Member, Pennsylvania Association of Notaries

Joan B. Kane
Notary Public

*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.

RIDER Item 8 Names and Addresses of Officers and Directors of Petroleum Geophysical Company

<u>Name</u>	<u>Office</u>	<u>Address</u>
H. L. Grant	Chairman of the Board and Chief Exec. Officer & Director	P. O. Box 42801, Houston, Texas 77063
Orley E. Prather	President	3600 South Huron, Englewood, Colorado 80110
Philip M. Hurd	Vice President and Assistant Secretary	3600 South Huron, Englewood, Colorado 80110
C. C. Cornelius	Vice President and Director	2000 Grant Bldg., Pittsburgh, PA 15219
H. Vaughan Blaxter	Secretary and Director	1900 Grant Bldg., Pittsburgh, PA 15219
L. F. Oakes	Assistant Secretary	P. O. Box 42801, Houston, Texas 77063
H. O. Hendrix	Treasurer	P. O. Box 42801, Houston, Texas 77063
Wesley C. Adams	Director	2000 Grant Bldg., Pittsburgh, PA 15219
C. G. Grefenstette	Director	2000 Grant Bldg., Pittsburgh, PA 15219

FILED

9-19-79 3:00 pm.

1731

SS: 80-1

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

I, Byron A. Anderson,

I, Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

PETROLEUM GEOPHYSICAL COMPANY

A COLORADO CORPORATION

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this **FIRST** *day of* **JULY** *A. D. 19* **65**

Byron A. Anderson

Ed. Jack

DEPUTY

ARTICLES OF INCORPORATION
OF
PETROLEUM GEOPHYSICAL COMPANY

ARTICLE I

The name of the corporation is PETROLEUM GEOPHYSICAL COMPANY.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

(a) Purposes. The nature, objects and purposes of the business to be transacted shall be as follows:

1. To own, lease, conduct, operate, maintain, purchase, acquire, hold, carry on and dispose of by sale, lease, or otherwise, the general mineral business, and in connection with said business do any and all things necessary, convenient and lawful.
2. To acquire, own, lease, conduct, operate, maintain, purchase, hold and dispose of by sale, lease or otherwise, all real and personal property necessary or convenient to the operations of the general mineral business; and to acquire, own, receive, lease, transfer, assign, sell or otherwise dispose of all grants, licenses, permits, concessions, rights, powers and privileges, of every type and nature.
3. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
4. To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation.

5. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account or deal with, all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation.

6. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; to lend money with or without security; and generally to make and perform agreements and contracts of every kind and description.

7. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses, mineral leases, mineral rights, or any territorial or other rights, or to otherwise turn to account or dispose of any copyrights, trademarks, trade name, brands, labels, patent rights, franchises, mineral leases or processes of all types, whether used in connection with or secured under letters patent or otherwise.

8. To issue stock in any amount and of any class, authorized at any time according to the judgment of the Board of Directors, and as may by them be agreed upon and ordered, in payment of any property required in the carrying on of the business of the corporation, including patents for inventions, trademark rights, copyrights, inventions to be patented, application for patents, patent licenses and trademark and copyright agreements and contracts, franchise rights, and the beneficial interests therein, oil and gas and other mineral leases, purchases and assignments, and speculative and secured interests therein, and such stock when so issued shall become and be fully paid and nonassessable.

9. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage,

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pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of this or any other corporation or corporations; to merge or consolidate with any corporation whose stocks, bonds or other obligations are held, or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; to qualify this corporation under the federal or state laws in order to take the maximum advantage of the respective laws which may implement the general purposes of this corporation; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, and while owner of any such bonds, stock or other obligations to exercise all rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest, or both, of any bonds or other obligations and the performance of any contracts.

10. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

12. And the performing of all other acts which may be incidental to the proper carrying on of said general mineral business.

13. To have and to possess all powers of a corporation now or hereafter granted by the laws of the State of Colorado whether herein specifically set out or not.

(b) Powers. To furtherance of the foregoing purposes the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE IV

(a) The aggregate number of shares which the corporation shall have authority to issue is 49,000 shares of common stock, each share having no par value.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(c) At all meetings of shareholders, one-third of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

(d) The shareholders shall have the full preemptive right to acquire additional or treasury shares of the corporation, or securities convertible into shares or carrying stock purchase warrants or privileges.

ARTICLE V

The following three directors shall constitute the initial board of directors:

- (a) James Cochran, ^{10275 W. 7th Place} Denver, Colorado
- (b) Wesley Morgan, ^{/ 4949 Lake Shore Dr.} Denver, Colorado
- (c) Jack A. Harbison, ^{/ 3280 K. Little Ar.} Denver, Colorado

ARTICLE VI

The address of the initial registered office of the corporation is 2150 First National Bank Building, Denver, Colorado 80202. The name of its initial registered agent at such address is Julie M. Reardon.

ARTICLE VII

The name and address of each incorporator is:

Gene W. Reardon 2150 First National Bank Building, Denver, Colorado
Julie M. Reardon 2150 First National Bank Building, Denver, Colorado
Gene F. Reardon 2150 First National Bank Building, Denver, Colorado

IN WITNESS WHEREOF, the said incorporators have hereunto
set their hands this 1st day of July, 1965.

Gene W. Reardon
Gene W. Reardon
Julie M. Reardon
Julie M. Reardon
Gene F. Reardon
Gene F. Reardon

INCORPORATORS

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS.

I, Erma L. Short, a notary public, hereby certify that on the
1st day of July, 1965, personally appeared before me Gene W. Reardon,
Julie M. Reardon, and Gene F. Reardon, who being by me first duly sworn,
severally declared that they were the persons who signed the foregoing
documents as incorporators and that the statements therein contained
are true.

My Commission expires May 13, 1967

Erma L. Short
Notary Public

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS.

The foregoing instrument was acknowledged before me this 1st
day of July, 1965, by Gene W. Reardon, Julie M. Reardon and Gene F.
Reardon.

My Commission expires Mar 19 1967

Erma L. Short
Notary Public

18-840

ARTICLES OF INCORPORATION

PETROLEUM GEOPHYSICAL COMPANY

DOMESTIC

Filed in the office of the Secretary of
State, of the State of Colorado, on the
1st day of July A.D. 1965

BYRON A. ANDERSON
Secretary of State

Filing Clerk Stocklein Fees \$25.00
Old Age Pension Fund \$2.50

RECORDED
ROLL 83 PAGE 1721

This document has been inspected
and properly entered on the Re-
cords of the First Tax Department.

Date July 8, 1965 Clerk
William J. Hoffman

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

PETROLEUM GEOPHYSICAL COMPANY

To the Secretary of State
of the State of Colorado

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

FIRST: The name of the corporation is Petroleum Geophysical Company

SECOND: The address of its previous registered office was 2150 First National Bank Building, Denver, Colorado 80202

THIRD: The address to which its registered office is to be changed is 2011 Glenasm Street, Denver, Colorado 80201

FOURTH: The name of its previous registered agent was Julia M. Reardon

FIFTH: The name of its successor registered agent is Orley E. Prather

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: The address of its place of business in Colorado is 2011 Glenasm Street, Denver, Colorado 80201

Dated August 19, 1969

PETROLEUM GEOPHYSICAL COMPANY (Note 1)

By Orley E. Prather (Note 2)
President

STATE OF Colorado
City & County of Denver

Before me, Orley E. Prather, a Notary Public in and for the said County and State, personally appeared Orley E. Prather who acknowledged before me that he is the President of Petroleum Geophysical Company a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 19 day of August, A. D. 1969

My commission expires August 29, 1969

Notes: 1. Show corporate name of corporation making the statement.

2. Signature and title of officer signing for the corporation, must be a President or a Vice-President.

Printing fee \$5.00
SUBMIT ONE

207113

CHANGE OF REGISTERED
OFFICE AND/OR AGENT

of

Petroleum Geophysical Company

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado on the
11th day of March A.D. 1949
BYRON A. ANDERSON
Secretary of State
Filing Clerk *[Signature]*
Oil Age Pension Fund

RECORDED
ROLL 131 PAGE 3032

This document has been inspected
and properly filed on the Re-
cords of The Flat Tax Department.

Date *March 21, 1949* C K
[Signature] Clerk

207113

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

PETROLEUM GEOPHYSICAL COMPANY

To The Secretary of State
of the State of Colorado

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

First: The name of the corporation is Petroleum Geophysical Company

Second: The address of its previous REGISTERED OFFICE was 1011 Glenarm, Denver,
Colorado 80205

Third: The address to which its REGISTERED OFFICE is to be changed is
3600 South Huron, Englewood, Colorado 80110

Fourth: The name of its previous REGISTERED AGENT was ORLEY E. PRATHER

Fifth: The name of its successor REGISTERED AGENT is ORLEY E. PRATHER

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Seventh: The address of its place of business in Colorado is 3600 South Huron,
Englewood, Colorado 80110
(MAILING: P.O. Box 1458)

Dated September 21, 1971

Petroleum Geophysical Company
By Orley E. Prather (Note E)
President

STATE OF Colorado

County of Arapahoe

Before me, JAMES F. WEBB, a Notary Public in and for the said County and State, personally appeared Orley E. Prather who acknowledged before me that he is the President of Petroleum Geophysical Company, a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 21 day of September, A.D. 1971.

My commission expires 3-5-75

James F. Webb
Notary Public

NOTES: 1. Exact corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation, must be President or Vice-President.
3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.

234331

CHANGE OF REGISTERED
OFFICE AND/OR AGENT

of

PETROLEUM GEOPHYSICAL COMPANY

DOMESTIC

By order of the Secretary of
the State of Colorado, this
22nd September 1971
BYRON J. ANDERSON
Secretary of State
D. J. Anderson, Jr., Secretary of State

RECEIVED FOR THE STATE
OF COLORADO

This document was received
and is a part of the file
of the State of Colorado.
DATE OF THIS FILE: 10/1/71

and all other documents
received for the State
of Colorado, this
22nd September 1971

RECORDED
AOL 152 PAGE 52

10/1/71

CHANGE IN
CAPITAL STOCK

3200

FILED IN THE OFFICE OF THE SECRETARY OF
STATE OF THE STATE OF COLORADO

OCT 15 1974

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

279364

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is PETROLEUM GEOPHYSICAL COMPANY.

SECOND: The following amendment was adopted by the shareholders of the corporation on June 8, 1974, in the manner prescribed by the Colorado Corporation Act:

ARTICLE IV

- (a) The aggregate number of shares which the corporation shall be authorized to issue is 98,000 of which 49,000 shares shall be Common Stock of No Par Value; and 49,000 shares shall be Class B Common Stock of \$1.00 Par Value.
- (b) Each shareholder of record of the Common Stock of No Par Value shall have the following rights:
1. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.
 2. At all meetings of shareholders each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation.
 3. Shareholders shall have the full pre-emptive right to acquire additional or treasury shares of the corporation, or securities convertible into shares or carrying stock purchase warrants or privileges.
 4. At all meetings of shareholders one-third of the shares entitled to vote at such meetings, represented in person or by proxy, shall constitute a quorum.
- (c) Each shareholder of record of the Class B Common Stock of \$1.00 Par Value shall have the following rights:
1. These shareholders shall ~~not~~ have the right to vote on the election of Directors or any other issues that come before a meeting of stockholders.
 2. These shareholders shall not have any pre-emptive rights.
 3. Each share of Class B Common Stock of \$1.00 Par Value shall be restricted in trading and shall

not be sold or transferred to any person under any circumstance except to the Company under terms and conditions as set forth in the restrictions attached to such share."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: None.

FIFTH: The number of shares voted for such amendment was 1,000; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: None.

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change.

PETROLEUM GEOPHYSICAL COMPANY

By Orley E. Prather
Orley E. Prather, President

and Philip M. Ford
Philip M. Ford, Secretary

STATE OF COLORADO)
) ss
County of Arapahoe)

Before me, James F. Webb, a Notary Public in and for the said County and State, personally appeared Orley E. Prather who acknowledged before me that he is the President of Petroleum Geophysical Company, a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 14th day of October, 1974.

James F. Webb
Notary Public

My Commission expires 3-2-77.

RECORDED
ROL 278 PAGE 2206

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/10/01 BY 60322
EXCEPT WHERE SHOWN
OTHERWISE
File Card Made

2025 RELEASE UNDER E.O. 14176

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DPO 180840

JUN 28 3 35 PM '78

ARTICLES OF AMENDMENT

TO THE

28 JUN '78

REPARTMENT OF
STATE OF COLORADO

ARTICLES OF INCORPORATION

STATE OF COLORADO
DEPT. OF STATE

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopted the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Petroleum Geophysical Company.

SECOND: The following amendment was adopted by the shareholders of the Corporation on May 1, 1978, in the manner prescribed by the Colorado Corporation Act:

*Present ARTICLE IV is deleted in its entirety and the following substituted therefor:

ARTICLE IV

CAPITAL STOCK

(a) Authorized Stock. The aggregate number of shares of stock the Corporation is authorized to issue is fifty thousand (50,000) shares of common stock without par value.

(b) Voting Rights and Cumulative Voting. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(c) Issuance and Disposition. The Corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the unissued stock or treasury stock of the Corporation and may create optional rights to purchase or subscribe for shares of stock of the Corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, firms and corporations, and such optional rights may be created, and warrants or other evidence of such rights issued, on such terms, at such prices and in such manner, as may be determined by resolution adopted by the Board of Directors, subject to any provisions of law then applicable and subject to any other provisions of these Articles of Incorporation and any provisions of the By-Laws of the Corporation.

(d) Preemptive Rights, Restrictions and Shareholder Obligations. No shareholder of the Corporation shall have any preemptive or other preferential right to subscribe for any

1 350707 6/28/78

28 JUN '78

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of the unissued stock or treasury stock to be issued or sold, or for any additional shares of stock or other securities of any class, or for rights, warrants or options to purchase stock or scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges. All lawful restrictions on the sale or other disposition of shares may be placed upon all or a portion or portions of the certificate or certificates evidencing the Corporation's shares. No shareholder or subscriber to the stock of the Corporation shall be under any obligation to the creditors of the Corporation with respect to such stock other than the obligation to pay the Corporation the full consideration for which the stock was issued or is to be issued.

(e) Registered Shareholders. Prior to due presentment for registration or transfer of shares of stock, the Corporation may treat the person registered on its books as the absolute owner of such shares of stock for all purposes, and, accordingly, shall not be bound to recognize any legal, equitable or other claim or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by statute; provided, however, that whenever any transfer of shares shall be made by collateral security and not absolute, it shall be so expressed in the entry of the transfer if, when the certificates are presented to the Corporation for transfer, both the transferor and transferee request the Corporation to do so."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,051 and the number of shares entitled to vote thereon was 9,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Common shares, no par value	<u>9,000</u>
Class B shares, par value \$1.00	<u>— 0 —</u>

FIFTH: The number of shares voted for such amendment was 9,000; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES VOTED	
	For	Against
Common shares, no par value	<u>9,000</u>	<u>— 0 —</u>
Class B shares, par value \$1.00	<u>— 0 —</u>	<u>— 0 —</u>

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of

1850

issued shares provided for in the amendment shall be effected, is as follows: Each share of Class B common stock shall be surrendered to the Corporation in exchange for a share of common stock of no par value and the Class B shares shall then be cancelled.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: None

PETROLEUM GEOPHYSICAL COMPANY

By Orley E. Prather
Orley E. Prather, President

and Philip M. Hurd
Philip M. Hurd, Secretary

STATE OF COLORADO)

COUNTY OF Adams) ss.

Before me, James E. Smith, a Notary Public in and for the said County and State, personally appeared Orley E. Prather and Philip M. Hurd, who acknowledged before me that they are the President and Secretary, respectively, of Petroleum Geophysical Company, a Colorado corporation, and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 11 day of May, 1978.

My commission expires March 9, 1979

James E. Smith
Notary Public

RECORDED

ROLL 430

SECRETARY OF STATE OFFICE

