

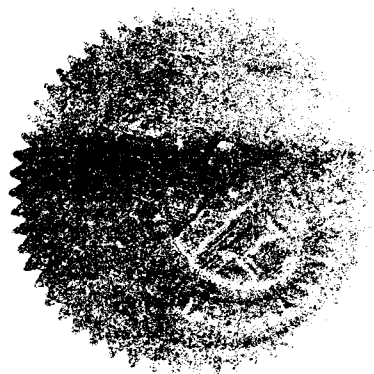
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "HELMERICH & PAYNE, INC.", as received and filed in this office the thirteenth day of March, A.D. 1968, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this eighteenth day of March in the year of our Lord one thousand nine hundred and sixty-eight.



Elisha C. Dukes

Secretary of State

Ass't Secretary of State

HELMERICH & PAYNE, INC.

A Delaware Corporation

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

(Increasing authorized common stock from 3,000,000 to 5,000,000 shares)

W. H. Helmerich, III, and Leon C. Gavras, the duly elected, qualified and acting President and Secretary, respectively, of Helmerich & Payne, Inc., a Delaware corporation, with an office at 1579 East 21st Street, Tulsa, Oklahoma, do hereby certify as follows, to-wit:

FIRST: That at a special meeting of the Board of Directors of said Helmerich & Payne, Inc., a Delaware corporation, held on November 17, 1967, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation declaring said amendment advisable and in the best interests of said corporation and calling for consideration thereof at the annual meeting of stockholders of said corporation on March 6, 1968, or at any special meeting of stockholders which may be called at any time prior thereto; that said resolution setting forth said proposed amendment is as follows, to-wit:

"RESOLVED, That it is deemed advisable and in the best interests of the Company that its Certificate of Incorporation be amended by changing the first paragraph of Paragraph Fourth thereof to read as follows, to-wit:

"Fourth: The total number of shares of all classes of stock which the corporation shall have the authority to issue is 5,200,000 shares divided into 200,000 shares of cumulative preferred stock of the par value of Ten Dollars (\$10.00) per share (herein called 'preferred stock'), and 5,000,000 shares of common stock of the par value of ten cents (10¢) per share (herein called 'common stock')."

and that the proposed amendment be submitted to the stockholders for their consideration at the next annual meeting of the stockholders, or at any special meeting of stockholders which may be called at any time prior thereto."

SECOND: That thereupon, pursuant to Paragraph 5 of the By-Laws of said corporation, the annual meeting of the stockholders of said corporation was duly held on the 6th day of March, 1968, at 12:00 o'clock noon, Central Standard Time, at the office of said corporation, 7th Floor, 1579 East 21st Street, Tulsa, Oklahoma (all in accordance with the laws of the State of Delaware and the By-Laws of said corporation), at which meeting more than the necessary number of persons or bodies corporate holding voting stock of said corporation required by statute (namely, stockholders representing in excess of 70% of all of the then issued and outstanding stock of said corporation entitled to vote at said meeting) voted in favor of the adoption of aforesaid amendment (as set forth in Paragraph First of this Certificate), said amendment to become effective upon filing of this Certificate in the office of the Secretary of State of the State of Delaware and the recording of a copy hereof certified by said Secretary of State in the office of the Recorder of Newcastle County, Delaware.

THIRD: That said amendment was duly adopted in accordance with

the provisions of Section 242 of the General Corporation Laws of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said President and Secretary of said corporation have hereunto set their hands and affixed the seal of said corporation on this 7th day of March, 1968.

HELMERICH & PAYNE, INC.
CORPORATE SEAL 1940
DELAWARE

/s/ W. H. Helmerich, III
W. H. Helmerich, III, President of
Helmerich & Payne, Inc.

/s/ Leon C. Gavras
Leon C. Gavras, Secretary of
Helmerich & Payne, Inc.

STATE OF OKLAHOMA)
)
COUNTY OF TULSA)

BE IT REMEMBERED, on this the 7th day of March, 1968, personally came before me, the undersigned, a Notary Public in and for said County and State, W. H. HELMERICH, III, President of Helmerich & Payne, Inc., a corporation of the State of Delaware, party to the foregoing Certificate, known to me personally to be such, and acknowledged the said Certificate to be his own act and deed, and the act and deed of said corporation; that the signature of the President is in his own proper handwriting; that the seal affixed is the corporate seal of said Helmerich & Payne, Inc; and that his act of sealing, executing, and delivering said Certificate was duly authorized by resolution of the directors and stockholders of said Helmerich & Payne, Inc.

Given under my hand and seal of office the day and year aforesaid.

BARBARA E. ELSTON
NOTARY PUBLIC
IN AND FOR STATE OF OKLAHOMA
TULSA, OKLAHOMA

/s/ Barbara E. Elston
Notary Public

My commission expires:

/s/ Oct. 4, 1968