Telex (ITT) 440024 SINGEMB

Cable: Singawakil, Washington DC

EMBASSY OF SINGAPORE,
1824 R STREET, N.W.,
WASHINGTON, D.C. 20009-1691
TEL: (202) 667-7555
FAX: (202) 265-7915

SEW 59/91

I, Cynthia Chua, Third Secretary of the Embassy of the Republic of Singapore in Washington, D.C., hereby certify that the signature of "Annie R. Maddux", appearing on the United States of America, Department of State Certificate of Authentication No. 91/3278-10 is to the best of my knowledge the true signature of Annie R. Maddux, Acting Authentication Officer, United States Department of State and the seal impressed is the official seal of the United States Department of State.

EMBASSY OF THE REPUBLIC OF SINGAPORE * WASHINGTON *

CYNTHIA CHUA (Miss)
for AMBASSADOR IN WASHINGTON

10 April 91

No. 91/3278 -10

United States of America

DEPARTMENT OF STATE

To all to whom these presents shall come, Greeting:

I Certify *That the document hereunto annexed is under the Seal of the State of:*

[Texas *]

In testimony whereof, *I,* James A. Baker, III,

Secretary of State, have hereunto caused the seal of the Department of State to be affixed and my name subscribed by the Authentication Officer of the said Department, at the city of Washington, in the District of Columbia, this fifteenth

day of February, 1991.

*FOR THE CONTENTS OF THE ANNEXED DOCUMENT THE DEPARTMENT ASSUMES NO RESPONSIBILITY

James A. Baker, III
Secretary of State.

By Annie R. Maddux
Authentication Officer, Department of State.

SEC 22, RS 203, June 25, 1948, 4 of Act of SEC. 151c; and June 27, 1952, 304, 1443, and

This Certificate is not valid if it is removed or altered in any way whatsoever.

91063278

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the S
of Texas, HEREBY CERTIFIES that according to the records of
office, DARLENE LEMASTER qualified
Notary Public for the State of Texas on September 28, 19
for a term ending on September 28, 1993.

THE STATE OF TEXAS

IN TESTIMONY WHEREOF, I have signed my name officially and caused to pressed hereon the Seal of State at my the City of Austin, this

27th day of November A. D.

George S Bayoud

Secretary of State GSB,

4 1/ 13/8/9

ASSIGNMENT OF SINGAPOREAN PATENT RIGHTS

THIS ASSIGNMENT is made this 22 day of October one thousand nine hundred and ninety BETWEEN BAKER RTC (Delaware), INC., successor in interest to Reed Tool Company (Delaware), in turn successor in interest to Reed Tool Company, of 3900 Essex Lane, Suite 1200, Houston, Texas 77027, United States of America (hereinafter called "the Assignor") of the one part and BH TOOL JOINTS, INC. of 5425 Polk Street, Houston, Texas 77023, United States of America (hereinafter called "the Assignee") of the other part. WHEREAS the Assignor is entitled to the benefit of the Singaporean Patent short particulars whereof are set out in the First Schedule hereto (hereinafter referred to as "the Patent").

AND WHEREAS the Assignor has agreed to assign unto the Assignee the whole of its property, right, title and interest in the Patent and the inventions the respective subject matter thereof all for the consideration hereinafter appearing:

NOW THIS DEED WITNESSETH as follows:

1. In pursuance of the said Agreement and in consideration of the sum of one Singaporean dollar paid by the Assignee to the Assignor (the receipt whereof is hereby acknowledged) the Assignor as beneficial owner hereby assigns unto the Assignee the benefit of the Patent including the right to claim priority therefrom the inventions the respective subject matter thereof the property right title and interest therein and all rights, powers, liberties and immunities arising or to arise therefrom shall be in the name of and shall vest in the Assignee TO HOLD unto the Assignee absolutely.

2. The Assignor will at the expense of the Assignee do all the acts and execute all documents which may be required in order to confer title to any Patent in the Assignee including

STAMP OFFICE SINGAPORE CENTS 0100 17.8.91

...ness of or deposing to any Declaration or Oath. IN WHEREOF the parties hereto have executed this Assignment the day and year first above written.

FIRST SCHEDULE

COUNTRY	PATENT NUMBER	DATE
SING	515/1979	Feb. 28, 1977

SIGNED SEALED AND DELIVERED

BY: _____
BAKER RTC (Delaware), INC.

in the presence of

_____
(Witness)

SIGNED SEALED AND DELIVERED

BY: _____
BH TOOL JOINTS, INC.

in the presence of

_____
(Witness)

(rtc-sing.doc/t)

EXHIBIT 1

CERTIFICATE

I, Linda J. Smith, hereby certify that I am the duly elected and qualified Secretary of Baker RTC (Delaware), Inc., a Delaware corporation, and that the attached Exhibit A is a true and correct copy of the Articles of Merger filed in the office of the Secretary of State of Texas on March 20, 1980, which effected the merger of Reed Tool Company into Reed Tool Company (Delaware); and that the attached Exhibit B is a true and correct copy of the Certificate of Name Change as filed with the Secretary of State of Delaware on May 26, 1987, which effected the name change of the Corporation from Reed Tool Company (Delaware) to Baker RTC (Delaware), Inc.

IN WITNESS WHEREOF, I have set my hand as Secretary of Baker RTC (Delaware), Inc. on this 18th day of October, 1990.

BAKER RTC (DELAWARE), INC.

Linda J. Smith

Linda J. Smith
Secretary

STATE OF Texas
COUNTY OF Harris

BEFORE ME, the undersigned authority, on this day personally appeared Lin J. Smith, Secretary of Baker RTC (Delaware), Inc., a corporation, known to me to the person whose name is subscribed to the foregoing certificate and acknowledged me that she executed the same as the act of said Corporation for the purposes there expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 18th day of October 1990.

DARLENE LeMASTER
Notary Public
State of Texas
My Commission Expires 9/28/93

Darlene LeMas

Notary Public

SINGAPORE STAMP DUTY 17.8.91

(SECTY.doc/t)

ARTICLES OF MERGER

OF DOMESTIC AND FOREIGN CORPORATIONS

INTO

REED TOOL COMPANY (DELAWARE)

a Delaware corporation

FILED
In the Office of the
Secretary of State of Texas

MAR 20 1980

Patrick Bice
Attorney, Corporation Division

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
Reed Tool Company (Delaware)	Delaware
Reed Tool Company	Texas

2. The laws of the State under which such foreign corporation is organized permit such merger.

3. The name of the surviving corporation is Reed Tool Company (Delawar and it is to be governed by the laws of the State of Delaware.

4. The address of the principal office of the surviving corporation is as follows: 6501 Navigation Boulevard, Houston, Texas.

5. The plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized. The Agreement of Merger is attached hereto as Exhibit "A", and incorporated by reference at this point as though set forth in full.

6. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class Designation of Class	Number of Shares
Reed Tool Company (Delaware)	1,000	Common	1,000
Reed Tool Company	4,000	Common	4,000

7. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each

class entitled to vote thereon as a class, the number of shares of such clas
voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares Entitled to Vote as a Class	Voted For	Vote Agai
Reed Tool Company (Delaware)	1,000	-0-	Common	1,000	-0
Reed Tool Company	4,000	-0-	Common	4,000	-0

8. Reed Tool Company (Delaware), the surviving corporation, hereby:

(a) Agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the unders domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the survivi corporation;

(b) Appoints C T Corporation System as its agent to accept service of process in any such proceeding; and

(c) Agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

Dated December 1, 1979.

REED TOOL COMPANY,
a Texas corporation

By: _____
President

_____
Secretary

REED TOOL COMPANY (Delaware)
a Delaware corporation

By: _____
President

_____
Secretary

STATE OF TEXAS |

COUNTY OF HARRIS |

I, Edith M. Rucka, a notary public, do hereby certify that on this 1st day of December, 1979, personally appeared before me John P. Davis, Jr., who, being by me first duly sworn, declared that he is the President of Reed Tool Company, a Texas corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Edith M. Rucka
Notary Public

SWORN TO AND SUBSCRIBED before me by the said John P. Davis, Jr. this 1st day of December, 1979, to certify which witness my hand and seal of office.

Edith M. Rucka
Notary Public
EDITH M. RUCKA
Notary Public in and for Harris County, Texas
My Commission Expires 4-22-81

STATE OF TEXAS |

COUNTY OF HARRIS |

I, Edith M. Rucka, a notary public, do hereby certify that on this 1st day of December, 1979, personally appeared before me John P. Davis, Jr., who, being by me first duly sworn, declared that he i President of Reed Tool Company(Delaware), a Delaware corooration, that he si the foregoing document as President of the corporation, and that the statements therein contained are true.

Edith M. Rucka
Notary Public

SWORN TO AND SUBSCRIBED before me by the said John P. Davis J this 1st day of December, 1979, to certify which witness my hand and seal of office.

Edith M. Rucka
Notary Public

Notary Public ... Texas
My C... 4-22-81

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Edith M. Rucka, a notary public, do hereby certify that on this 1st day of December, 1979, personally appeared before me Terry A. Newendorp, who, being by me first duly sworn, declared that he is the Secretary of Reed Tool Company, a Texas corporation, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Edith M. Rucka
Notary Public

SWORN TO AND SUBSCRIBED before me by the said Terry A. Newendorp this 1st day of December, 1979, to certify which witness my hand and seal of office.

Edith M. Rucka
Notary Public
EDITH M. RUCKA
Notary Public in and for Harris County, Texas
My Commission Expires 4-22-81

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Edith M. Rucka, a notary public, do hereby certify that on this 1st day of December, 1979, personally appeared before me Terry A. Newendorp, who, being by me first duly sworn, declared that he is the Secretary of Reed Tool Company (Delaware), a Delaware corporation, that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Edith M. Rucka
Notary Public

SWORN TO AND SUBSCRIBED before me by the said Terry A. Newendorp, this 1st day of December, 1979, to certify which witness my hand and seal of office.

Edith M. Rucka
Notary Public

EDITH M. RUCKA
Notary Public in and for Harris County, Texas
My Commission Expires 4-22-81

AGREEMENT OF MERGER

This Agreement of Merger, dated this first day of December, 1979, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Reed Tool Company (Delaware), a Delaware corporation, and Reed Tool Company, a Texas corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Reed Tool Company (Delaware), a Delaware corporation previ known as G. W. Murphy Industries, Inc., by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on March 20, 1969, and recorded in the office of the Recorder of Deeds for the County of New Castle on the same day, has an authorized capital stock consisting of one thousand (1,000) shares, with par value of each of such shares being One Dollar ($1.00), which are now issued and outstanding and shall remain issued and outstanding; and

WHEREAS, Reed Tool Company, a corporation organized under the laws of the State of Texas by its certificate of incorporation which was filed

EXHIBIT 4

in the office of the Secretary of State of Texas, on July 2, 1919, under the name of Reed Roller Bit Company, has an authorized capital stock consisting of two thousand five hundred (2,500) shares of the par value of One Hundred Dollars ($100.00) each, all of one class, amounting in the aggregat to Two Hundred Fifty Thousand Dollars ($250,000.00), of which stock two thousand five hundred (2,500) shares are now issued and outstanding; and

WHEREAS, the registered office of said Reed Tool Company (Delaware) Delaware corporation, in the State of Delaware is located at 100 West Tenth in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is C T Corporation; and the registered office of Reed Tool Company, a Texas corporation, in the State of Texas is located at 811 Dallas Avenue in the City of Houston, County of Harris, and the name of its registered agent at such address is C T Corporation:

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST, Reed Tool Company (Delaware), a Delaware corporation, hereby m

into itself Reed Tool Company, a Texas corporation, and said Reed Tool Company, a Texas corporation, shall be and hereby is merged into Reed Tool Company(Delaware) a Delaware corporation. Reed Tool Company, a Delaware corporation, shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Reed Tool Company(Delaware) Delaware corporation, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall be cancelled and reissued in the name of Baker International Corporation, sole shareholder of the merged corporation.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement shall be cancelled.

(c) After the effective date of this agreement the holder of the outstanding certificates representing shares of common stock of the merged corporation shall surrender same to the surviving corporation and such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) The Articles of Incorporation and Bylaws of Reed Tool Company (Delaware), a Delaware corporation, as they shall exist on the effe date of this agreement shall be and remain the Articles of Incorporation an laws of the surviving corporation until same shall be altered, amended or repealed as provided therein.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of the shareho and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on March 20, 1980.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger provided herein for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the

merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) This merger is to be accomplished in accordance with Section 368(A)(1)(A) of the Internal Revenue Code.

(f) The surviving corporation hereby (i) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) appoints the C T Corporation System as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Texas.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto, and further affirmed by the majorities of their boards of directors on this 1st day of December, 1979.

REED TOOL COMPANY,
a Texas corporation

(SEAL)

By: _____
John P. Davis, Jr. President and Director

ATTEST:

By: _____
Secretary

By: _____
J. J. Shelton, Director

By: _____
Sidney A. Shiman, Director

By: _____
Roman E. Boruta, Director

REED TOOL COMPANY (Delaware)
a Delaware corporation

(SEAL)

By: _____
John P. Davis, Jr., President and Director

ATTEST:

By: _____
Secretary

By: _____
James E. Goode, Director

I, Terry A. Newendorp, Secretary of Reed Tool Company (Delaware), a co
tion organized and existing under the laws of the State of Delaware, hereby
certify, as such secretary, that the Agreement of Merger to which this cer-
tificate is attached, after having been first duly signed on behalf of the
said corporation and having been signed on behalf of Reed Tool Company,
a corporation of the State of Texas, was duly adopted pursuant to Section
228 of Title 8 of the Delaware Code of 1953, by the unanimous written con-
sent of the stockholders holding one thousand (1,000) shares of the capital
stock of the corporation same being all the shares issued and outstanding
having voting power, which Agreement of Merger was thereby adopted as the
act of the stockholders of said Reed Tool Company (Delaware), a Delaware corporat
and the duly adopted agreement and act of the said corporation.

WITNESS my hand and seal of said Reed Tool Company on this 1st
day of December, 1979.

(SEAL)

Terry A. Newendorp
Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Act of the State of Texas, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as a respective act, deed and agreement of each of said corporations, on this 6th day of December, 1979.

REED TOOL COMPANY,
a Texas corporation

By: _____
President

ATTEST:

By: _____
Secretary

REED TOOL COMPANY (Delaware)
a Delaware corporation

By: _____
President

ATTEST:

By: _____
Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

REED TOOL COMPANY,

a Texas corporation

INTO

REED TOOL COMPANY (DELAWARE)

a Delaware corporation

Reed Tool Company, a corporation organized and existing under the laws of Texas,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated under the name Reed Roller Bit Company on the second day of July, 1919, pursuant to the Business Corporation Act of the State of Texas, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of Texas.

SECOND: That this corporation owns all of the outstanding shares of the stock of Reed Tool Company (Delaware), a Delaware corporation, incorporated on the twentieth day of March, 1969, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Reed Tool Company, a Texas corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on December 1, 1979, determined to merge itself into Reed Tool Company (Delaware), a Delaware corporation.

FOURTH: (a) The total number of shares of stock which Reed Tool Company, a Texas corporation, has authority to issue is as follows:

6,000,000 Common

2,000,000 Preferred

(b) The total number of shares of stock which Reed Tool Company (Delaware), a Delaware corporation, has authority to issue is as follows:

1,000 Common

THEREFORE BE IT:

RESOLVED, that Reed Tool Company, a Texas corporation, merge, and it hereby does merge itself into Reed Tool Company (Delaware), a Delaware corporation, which assumes all of the obligations of Reed Tool Company, a Texas corporation.

RESOLVED, FURTHER, that the merger shall be effective upon filing with the Secretary of the State of Delaware.

RESOLVED, FURTHER, that the terms and conditions of the merger are evidenced in the Agreement of Merger, attached hereto as Exhibit "A", and incorporated herein by reference at this point as though set forth in full.

RESOLVED, FURTHER, that the proposed merger has been submitted to the stockholders of Reed Tool Company, a Texas corporation, who has approved of said merger as evidenced by their stockholders resolution, attached hereto as "Exhibit B" and incorporated herein for all purposes.

RESOLVED, FURTHER, that the proper officers of this corporation be and they are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Reed Tool Company (Delaware), a Delaware corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the States of Texas and Delaware, which may be in anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Reed Tool Company cate to be signed by John P. Davis, Jr., its Pres dorp, its Secretary, this 6th day of December

SEAL

REED TOOL COMPANY, a Texas corporation

By: John P. Davis

ATTEST:

By: Secretary

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
REED TOOL COMPANY
(a Texas corporation)

December 1, 1979

Pursuant to the provisions of Article 9.10(b) of the Texas Busines Corporation Act, as amended, we, the undersigned, being all the Directors of Reed Tool Company, a Texas corporation, do hereby consent to and adopt the following:

WHEREAS, Reed Tool Company, a Texas corporation, hereinafter referred to as "Reed (Texas)", owns all of the stock of its subsidia Reed Tool Company (Delaware), a stock corporation organized under the laws of the State of Delaware, hereinafter referred to as "Reed (Delaware)"; and

WHEREAS, it is deemed advisable that Reed (Texas) merge with Reed (Delaware), with said Reed (Delaware) being the surviving corporation,

THEREFORE BE IT:

RESOLVED, That Reed (Texas) merge with said Reed (Delaware), with Reed (Delaware) being the surviving corporation; and

RESOLVED, FURTHER, That Reed (Delaware) shall assume all of the assets, rights, privileges, franchises, liabilities, duties and obligations of Reed (Texas); and

RESOLVED, FURTHER, That the Plan of Merger, as attached hereto, should be and is hereby adopted; and

RESOLVED, FURTHER, That the President or any Vice President and the Secretary or Treasurer of the company should be and are hereb authorized and directed to make and execute, in the name and unde the seal of the corporation, a Certificate of Ownership, the adoption and date of adoption of these resolutions, to file such a Certificate in the Office of the Secretary of the State of Texas, and to do all other acts that may be deemed necessary and convenient to carry out and effectuate the purpose of these resolutions.

IN WITNESS WHEREOF, we have hereunto set our hands on this first day of December, 1979.

EXHIBIT B

J. J. Shelton

Sidney A. Shuman

John P. Davis, Jr.

Roman E. Boruta

STOCKHOLDER'S RESOLUTION
APPROVING MERGER
BETWEEN
REED TOOL COMPANY,
a Texas corporation
AND
REED TOOL COMPANY (DELAWARE)
a Delaware corporation

December 15, 1979

RESOLVED, That the Agreement and Plan for Merger of Reed Tool Company, a Texas corporation, and Reed Tool Company (Delaware) a Delaware corporation, dated December 1, 1979, in the form submitted, should be and is hereby approved, and the respective Officers and Directors are hereby authorized and directed to take whatever action they deem necessary to carry out said Agreement and Plan.

REED TOOL COMPANY,
a Texas corporation

SOLE SHAREHOLDER OF

REED TOOL COMPANY (Delaware)
a Delaware corporation

By: _____
Secretary

EXHIBIT B

STOCKHOLDER'S RESOLUTION
APPROVING MERGER
BETWEEN
REED TOOL COMPANY,
a Texas corporation
AND
REED TOOL COMPANY (DELAWARE)
a Delaware corporation

December 15, 1979

RESOLVED, That the Agreement and Plan for Merger of Reed Tool Company, a Texas corporation, and Reed Tool Company,(Delaware), a Delaware corporation, dated December 1, 1979, in the form submitted, should be and is hereby approved, and the respective officers and directors are hereby authorized and directed to take whatever action they deem necessary to carry out said Agreement and Plan.

IN WITNESS WHEREOF, Baker International Corporation has hereunto placed its seal and the signature of its authorized officer on this 23rd day of January, 1980.

BAKER INTERNATIONAL CORPORATION

SOLE SHAREHOLDER OF

REED TOOL COMPANY

By: R. Robert Harris
Secretary

EXHIBIT B

CERTIFICATE OF MERGER

OF

REED TOOL COMPANY,

a Texas corporation

INTO

REED TOOL COMPANY (DELAWARE)

a Delaware corporation

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger is as follows:

Name of Corporation	State
Reed Tool Company (Delaware)	Delaware
Reed Tool Company	Texas

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Reed Tool Company (Delaware), a Delaware corporation.

FOURTH: The certificate of incorporation of Reed Tool Company (Delaware) a Delaware corporation, which is the surviving corporation, is set forth in "Exhibit A" attached hereto, and incorporated herein by reference for all purposes.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 6501 Navigation Boulevard, Houston, Texas 77011.

SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: That Reed Tool Company (Delaware), a Delaware corporation, survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constitutent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware

Code of 1953, and it does hereby appoint C T Corporation System of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed to C T Corporation System is 100 West Tenth Street, Wilmington, Delaware, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: This Certificate of Merger shall be effective on March 20, 1980.

Dated December 1, 1979.

SEAL

REED TOOL COMPANY (Delaware)
a Delaware corporation

By: _____
President

ATTEST:

By: _____
Secretary