

State of Delaware



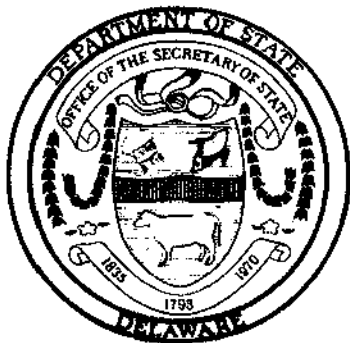
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF HEYCO INTERNATIONAL (UK), INC. FILED IN THIS OFFICE ON THE EIGHTH DAY OF JULY, A.D. 1991, AT 10 O'CLOCK A.M.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3102489
DATE: 07/08/1991

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**CERTIFICATE OF INCORPORATION
OF
HEYCO INTERNATIONAL (UK), INC.
(A STOCK CORPORATION)**

EX 1169PG0214

FIRST: The name of the corporation is Heyco International (UK), Inc.

SECOND: The office of the registered agent in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, in the County of New Castle, and the registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business to be conducted or promoted and the purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including, but not limited to:

1. To maintain an oil field service business and to hold, operate and own such equipment as may be necessary for the servicing of oil or gas wells.
2. To establish and maintain a drilling business with authority to own and operate drilling rigs, machinery, tools and apparatus necessary for the drilling of wells and for the production of oil, gas or other minerals.
3. To explore for, develop, extract, produce, operate, transport, market, refine and deal in petroleum and all of its products, and to do and perform all such business as is usually done in carrying on a general oil and gas producing business.
4. To acquire by purchase, license, lease, contract or otherwise lands in the United States, or any other sovereign nation or territory thereof, whether privately owned, state owned or part of the sovereign or public domain, for the purpose of prospecting for and obtaining oil, gas, salt, sulphur or other minerals; and to that end to drill, or cause to be drilled, oil wells, or sink,

or cause to be sunk, shafts for mining, and to buy, lease or otherwise acquire drilling rigs or other machinery or apparatus necessary to fully accomplish said purposes; and if oil or other minerals are found, then to market the same to the best advantage.

5. To engage in the transportation of oil, gas, salt, sulphur or other minerals, either produced by this corporation or other persons or corporations, by means of pipelines, tramways, railroads, boats, barges or other conveyances, or to lease or sub-lease all or any part thereof to other persons or corporations for the like purpose, and, in order to fully carry out said objects and purposes, to purchase, lease, or otherwise acquire, pipelines, tramways, railroads, boats, barges, tank cars, locomotives, pumping stations, steam plants, air plants, and all other machinery, apparatus and paraphernalia necessary or incidental thereto.
6. To build, construct, lease, purchase, or otherwise acquire buildings, machinery and other apparatus for refining, smelting, manufacturing or otherwise working up the products of mineral lands, either produced by this corporation or other persons or corporations, and to refine, smelt, manufacture, or otherwise work up the by-products of said minerals and to operate the said plant and market the products or by-products as manufactured to the best advantage.
7. To engage in a general oil or mineral brokerage business by buying, selling, or otherwise trading in mineral lands or the products or by-products of mineral lands.
8. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicates or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic or foreign, to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights throughout the world.

FOURTH: The total number of shares of the capital stock which the corporation has authority to issue is 50,000 shares at no par value.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Randy G. Patterson	105 S. Fourth Street Artesia, New Mexico 88210

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 1st day of July, A.D., 1991.



Randy G. Patterson