

US CORPWORKS INC.

1655 Madison Street
Denver, CO 80206

Fax: 303-393-8900
e-mail: corpwrks@dnvr.uswest.net

Voice: 303-393-8800
888-WORKS-99 (888-967-5799)

329936

FLORIDA Secretary of State
Division of Corporations
Florida Department of State
409 E. Gaines Street (Zip Code 32399)
P. O. Box 6327
Tallahassee, FL 32314

300002928913--6
-07/12/99--01087--015
*****280.00 *****35.00

June 23, 1999

Re: Schlumberger...
(see attached rider)

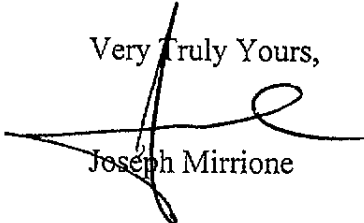
Dear Madam/Sir:

Enclosed are the necessary forms to change the registered agent and address of each company listed on the attached rider, together with a check in payment of the required fees.

Kindly return a date stamped filed copy in the enclosed postage paid envelope.

Please don't hesitate to call at the toll free number listed above with any problems:

Very Truly Yours,


Joseph Mirrione

FILED
99 JUL -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Chang
T. LEWIS JUL 8 1999

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
Production Operators, Inc.

1b. Date of incorporation: 5/10/68 Document number 329936

2. The name and address of the current registered agent and office:
CT Corporation System

1200 South Pine Island Road, Plantation, Fl 33324

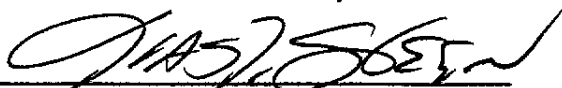
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



SIGNATURE

Lias J. Steen, Secretary

Typed or printed name and title

May 26, 1999

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By:

Joseph Minrione, Asst. Secretary

DATE