JOSEPH ONEBANE (1917-1987)
JOHN G. TORIAN, II (1938-1991)

JAMES E. DIAZ
TIMOTHY J. McNAMARA
EDWARD C. ABELL, JR.
LAWRENCE L. LEWIS, III†
ROBERT M. MAHONY
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DOUGLAS W. TRUXILLO*
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MARK L. RILEY
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RICHARD J. PETRE, JR.
THOMAS G. SMART
ROGER E. ISHEE**
JOHN W. PENNY, JR.
JENNIFER M. KLEINPETER
STEVEN C. LANZA
JOEL P. BABINEAUX
TED M. ANTHONY††
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MARIA F. MANUEL
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OF COUNSEL
WILLIAM E. KELLNER
J. MARK PEIRCE

†BOARD CERTIFIED TAX ATTORNEY
LL.M. IN TAXATION
††REGISTERED PATENT ATTORNEY

*ALSO ADMITTED IN TEXAS
**ALSO ADMITTED IN MISSISSIPPI
***ALSO ADMITTED IN OKLAHOMA
****ALSO ADMITTED IN CONNECTICUT
*****ALSO ADMITTED IN COLORADO

July 10, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/14/97--01121--003
*****70.00 *****70.00

Re: LEAM Drilling Systems, Inc.

Dear Sir:

Enclosed herein, please find duplicate originals of an Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida, together with a certified copy of the Amendment to the Articles of Incorporation from the Louisiana Secretary of State's office.

Please file the above into the records of your office and provide me with evidence of filing of same.

Enclosed is our firm check in the amount of $70.00 to cover the costs of filing this application.

If additional information is need or should you have any questions, do not hesitate to contact me at (318)266-1247.

FILED
97 JUL 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Desiree D. Early

DESIREE D. EARLY, CLA
Legal Assistant

Name change
LFT
7-16-97

dde
Enclosures

0131315.01

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
97 JUL 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. LEAM Directional/Horizontal Drilling, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Louisiana
Incorporated under laws of

3. January 21, 1997
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 6, 1997

5. LEAM Drilling Systems, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

____
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

____
New Jurisdiction

Ronald E Brumley
Signature

7/9/97
Date

Ronald Brumley
Typed or printed name

Chairman
Title

UNITED STATES OF AMERICA

State of Louisiana

UNION JUSTICE AND CONFIDENCE

Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of an Amendment as shown by comparison with document filed and recorded in this Office on May 6, 1997.

FILED
97 JUL 14 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

May 27, 1997

CGR

Secretary of State

STATE OF LOUISIANA
UNION JUSTICE CONFIDENCE
SECRETARY OF STATE

AMENDMENT TO THE	*	**UNITED STATES OF AMERICA**
ARTICLES OF	*	**STATE OF LOUISIANA**
INCORPORATION OF	*	**PARISH OF IBERIA**
LEAM DIRECTIONAL/HORIZONTAL DRILLING, INC.,	*	

****

BE IT KNOWN, that on this 14th day of April, 1997, before me the undersigned authority, a notary public duly commissioned and qualified in and for the Parish of Iberia, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: GLENN A. DUBOIS, President, and LIZ D. LANDRY, Secretary of LEAM Directional/Horizontal Drilling, Inc., a corporation organized under the laws of the State of Louisiana, domiciled and having its principal place of business in the Parish of Iberia, Louisiana (the "Company"), who declared that pursuant to the unanimous written consent of the shareholders of the Company dated the 14th day of April, 1997, the shareholders of the Company authorized the amendment to the articles of incorporation of the Company to change the name of the Company from LEAM Directional/Horizontal Drilling, Inc., to LEAM Drilling Systems, Inc., and that Appearers now for the purpose of executing this act of amendment and putting into authentic form the amendment so agreed to by the unanimous written consent of the shareholders of the Company.

Article I which states that the name of the corporation to be LEAM Directional/Horizontal Drilling, Inc., is amended in its entirety so that Article I now reads as follows:

Article I

> The name of this corporation shall be LEAM Drilling Systems, Inc. It shall exist and continue as a corporate entity in perpetuity and for such maximum time as may be authorized by the laws of the State of Louisiana.

0106516.01

Appearers further declared that the foregoing amendment to the articles of incorporation of the Company was adopted on the 14th day of April, 1997 by the unanimous written consent of all 16,885 shares of the issued and outstanding shares of the no par value common stock of the Company and all 6,885 shares of the issued and outstanding shares of the preferred stock of the company and that the number of shares consenting to the amendment constitutes a majority of shareholders entitled to vote under the articles of incorporation and that the amendment has been authorized by the unanimous written consent of the shareholders and board of directors of the Company.

THUS DONE AND PASSED in the Parish of Iberia, Louisiana on the day and date hereinabove first written, in the presence of the undersigned witnesses and me, notary, after due reading of the whole.

WITNESSES:

Kimberly Honey

Kimberly Honey

Glenn A. Dubois

GLENN A. DUBOIS, President

Liz D. Landry

LIZ D. LANDRY, Secretary

Carrie B. Hebert

Notary Public in and for
the Parish of Iberia, Louisiana

0106516.01

3455 9276 0002

CERTIFICATE

I, Liz D. Landry, duly elected and acting Secretary of LEAM Directional/Horizontal Drilling, Inc., a Louisiana corporation, do hereby certify that the subscribers to the foregoing Unanimous Written Consent of the Shareholders and Directors of LEAM Directional/Horizontal Drilling, Inc., constitute all of the directors of LEAM Directional/Horizontal Drilling, Inc., having voting power on the matters set forth therein and further constitute a majority of the shareholders having voting power on the matters set forth therein as required by law.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the corporation at New Iberia, Louisiana, on this 4th day of April, 1997.

Liz D. Landry

LIZ D. LANDRY, Secretary

0106516.01

UNANIMOUS WRITTEN CONSENT	*	**UNITED STATES OF AMERICA**
OF THE	*	
SHAREHOLDERS AND DIRECTORS	*	**STATE OF LOUISIANA**
OF	*	
LEAM DIRECTIONAL/HORIZONTAL	*	
DRILLING, INC.	*	**PARISH OF IBERIA**

****

Pursuant to the provisions of Section 76 and Section 81C(9) of the Louisiana Business Corporation Laws, the undersigned, the entire Board of Directors of LEAM Directional/Horizontal Drilling, Inc., (the "Company") and Shareholders of the Company holding that proportion of the total voting power on the matters set forth herein which is required by law, hereby consent to and approve the following corporate action on the part of the Company and approve and adopt the following resolution, to wit:

> BE IT RESOLVED by the Board of Directors and Shareholders of LEAM Directional/Horizontal Drilling, Inc., that the articles of incorporation of the Company be amended to amend Article I to change the name of the corporation from LEAM Directional/Horizontal Drilling, Inc., to LEAM Drilling Systems, Inc.

Each undersigned shareholder and director by executing this unanimous written consent waives notice of the time, place and purpose of a special meeting of the Board of Directors and Shareholders of the Company to consider and take action upon the foregoing matters.

This unanimous written consent of Shareholders is executed at New Iberia, Louisiana, this 14th day of April, 1997.

Glenn Dubois
GLENN A. DUBOIS, Shareholder and Director

Ralph E. Brumley
RALPH E. BRUMLEY, Director

Mary Dubois
MARY DUBOIS, Shareholder

Ronald E. Brumley
RONALD E. BRUMLEY, Chairman

Ronald E. Brumley
LEAM INVESTMENTS, INC., Shareholder
BY: Ronald E. Brumley, President

0106516.01

3455 9276 0004