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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Varco Pruden Buildings, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Varco Pruden Buildings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-8210513
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/22/2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/19/2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3200 Players Club Circle, Memphis, TN 38125
(Principal office address)

same
(Current mailing address)

8. SEE ATTACHMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

C T Corporation System

By: 
(Registered agent's signature)

Michael E. Jones
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Fernando Canales Clariond

Address: Ave. Universidad 992 Nte.

San Nicolas de los Garza, NL 66450

Director: Fernando Canales Stelzer

Address: Ave. Universidad 992 Nte.

San Nicolas de los Garza, NL 66450

B. OFFICERS SEE ATTACHMENT

President: Charles A. Haslebacher

Address: 3200 Players Club Circle

Memphis, TN 38125

Vice President: Bruce V. Meyer

Address: 222 W. Las Colinas Blvd., Suite 1255

Irving, TX 75039


Secretary: Bruce V. Meyer

Address: 222 W. Las Colinas Blvd., Suite 1255, Irving, TX 75039

Treasurer: Patricio Gonzalez

Address: Ave. Universidad 992 Nte., San Nicolas de los Garza, NL 66450

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Terry L. Finn, Vice President
(Typed or printed name and capacity of person signing application)

**Attachment to Florida
Purpose Clause**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Officers & Directors

- 1 Full Name: Terry L. Finn
Officer/Director: Officer
Officer's Title: Sr. Vice President & CFO
Director's Title:
Business Address: 3200 Players Club Circle
City: Memphis
State: TN
ZIP Code: 38125
- 2 Full Name: Geoffrey L. Miller
Officer/Director: Officer
Officer's Title: Sr. Vice President, HR
Director's Title:
Business Address: 3200 Players Club Circle
City: Memphis
State: TN
ZIP Code: 38125
- 3 Full Name: Robert S. Andrews
Officer/Director: Officer
Officer's Title: Vice President, Manufacturing
Director's Title:
Business Address: 3200 Players Club Circle
City: Memphis
State: TN
ZIP Code: 38125
- 4 Full Name: James E. Baskin
Officer/Director: Officer
Officer's Title: Vice President, Materials & Purchasing
Director's Title:
Business Address: 3200 Players Club Circle
City: Memphis

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	State:	TN
	ZIP Code:	38125
5	Full Name:	Ross E. Braithwait
	Officer/Director:	Officer
	Officer's Title:	Vice President, Sales
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
6	Full Name:	Perry O. Hannah
	Officer/Director:	Officer
	Officer's Title:	Assistant Controller
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
7	Full Name:	Rodney L. Huse
	Officer/Director:	Officer
	Officer's Title:	Vice President, Customer Service
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
8	Full Name:	Clifton D. Hyder
	Officer/Director:	Officer
	Officer's Title:	Vice President, Advanced Engineering
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
9	Full Name:	Steve H. Jefferys

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	Officer/Director:	Officer
	Officer's Title:	Vice President, Information Technology
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
10	Full Name:	David R. Shaw
	Officer/Director:	Officer
	Officer's Title:	Vice President, Product Engineering
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
11	Full Name:	John W. Spaedt
	Officer/Director:	Officer
	Officer's Title:	Assistant Treasurer
	Director's Title:	
	Business Address:	3200 Players Club Circle
	City:	Memphis
	State:	TN
	ZIP Code:	38125
12	Full Name:	Marcelo Canales Clariond
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	Ave. Universidad 992 Nte.
	City:	San Nicolas de los Garza
	State:	NL
	ZIP Code:	66450
13	Full Name:	Sebastian Odriozola
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director

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	Business Address:	Ave. Universidad 992 Nte.
	City:	San Nicolas de los Garza
	State:	NL
	ZIP Code:	66450
14	Full Name:	Jose Agustin Valdes
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	Ave. Universidad 992 Nte.
	City:	San Nicolas de los Garza
	State:	NL
	ZIP Code:	66450
15	Full Name:	Enrique Gonzalez
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	Ave. Universidad 992 Nte.
	City:	San Nicolas de los Garza
	State:	NL
	ZIP Code:	66450

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VARCO PRUDEN BUILDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2007.

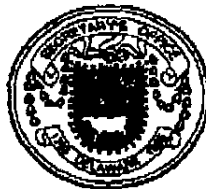
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5602459

DATE: 04-18-07