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**MERGER OR SHARE EXCHANGE
FLOTEK ACQUISITION INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

FLORIDA CHEMICAL COMPANY, INC.
a Florida corporation

WITH AND INTO

FLOTEK ACQUISITION INC.
a Delaware corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act, FLORIDA CHEMICAL COMPANY, INC., a Florida corporation, and FLOTEK ACQUISITION INC., a Delaware corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of FLORIDA CHEMICAL COMPANY, INC., a Florida corporation, with and into FLOTEK ACQUISITION INC., a Delaware corporation:

FIRST: The plan of merger, pursuant to Section 607.1101 of the Florida Business Corporation Act, is as follows:

1. FLOTEK ACQUISITION INC., a Delaware corporation (the "Surviving Corporation") desires to merge FLORIDA CHEMICAL COMPANY, INC., a Florida corporation (the "Merging Corporation") with and into the Surviving Corporation by way of a merger (the "Merger") pursuant to Section 607.1101 of the Florida Business Corporation Act.

2. At the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be the surviving corporation of the Merger.

3. The terms and conditions of the Merger are as follows:

The Surviving Corporation shall continue the corporate existence of the Surviving Corporation under the laws of the State of Delaware, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall thenceforth be

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responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

4. Each share of common stock of the Merging Corporation issued and outstanding as of the Effective Date, shall, upon the occurrence of the merger, be converted into and become, without action on the part of the holder thereof, the right to receive certain shares of common stock of the Surviving Corporation's parent corporation, Flotek Industries, Inc., a Delaware corporation ("Flotek"), and/or a certain amount of cash, as more particularly set forth in that certain Agreement and Plan of Merger, dated as of May 9, 2013, by and among Flotek, the Surviving Corporation, the Merging Corporation and the shareholders of the Merging Corporation, and, thereupon, the shares of common stock of the Merging Corporation issued and outstanding as of the Effective Date shall be cancelled.

5. The Merger shall become effective upon the date and time of the filing of these Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Time").

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors and shareholders of the Merging Corporation approved the Merger and the foregoing plan of merger by a unanimous written consents dated May 9, 2013.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors of Surviving Corporation approved the Merger and the foregoing plan of merger by a unanimous written consents dated May 10, 2013.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be signed in their corporate names by their respective duly authorized officers as of the 10th day of May, 2013.

FLORIDA CHEMICAL COMPANY, INC.,
a Florida corporation

By: 

Joshua A. Snively, President

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FLOTEK ACQUISITION INC.,
a Delaware corporation

By: 

Name: Cathy W. Doherty

Title: Secretary