

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P14224 (0)			
1. Corporation Name WESTERN ATLAS INTERNATIONAL, INC.			
Principal Place of Business 10205 WESTHEIMER PO BOX 1407 HOUSTON TX 77251-1407 US		Mailing Address 10205 WESTHEIMER PO BOX 1407 HOUSTON TX 77251-1407 US	
2. Principal Place of Business		2a. Mailing Address	
21		26	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22		27	
City & State		City & State	
23		28	
Zip	Country	Zip	Country
24	25	29	30
9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1291 HAYES ST. STE 406 TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		85	Zip Code
		FL	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.			
SIGNATURE			
Signature, typed or printed name of registered agent and use if applicable (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Y	1.1 TITLE	TREASURER
NAME	SEGAL, LORI J.	1.2 NAME	F. ALBERT MONCRIEFF
STREET ADDRESS	360 N CRESCENT DR	1.3 STREET ADDRESS	10705 WESTHEIMER ROAD
CITY-ST-ZIP	BEVERLY HILLS CA	1.4 CITY-ST-ZIP	HOUSTON, TEXAS 77042
TITLE	VP	2.1 TITLE	
NAME	BRASHER, JAMES E.	2.2 NAME	
STREET ADDRESS	10205 WESTHEIMER	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	DIRECTOR
NAME	KEANE, MICHAEL E.	3.2 NAME	WILLIAM H. FLORES
STREET ADDRESS	360 N. CRESCENT DR.	3.3 STREET ADDRESS	10205 WESTHEIMER ROAD
CITY-ST-ZIP	BEVERLY HILLS CA	3.4 CITY-ST-ZIP	HOUSTON, TEXAS 77042
TITLE	P	4.1 TITLE	
NAME	RUSSELL, JOHN R.	4.2 NAME	
STREET ADDRESS	10205 WESTHEIMER	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	SECRETARY
NAME	SKERL, DAMIR S.	5.2 NAME	LOURDES T. HERNANDEZ
STREET ADDRESS	10205 WESTHEIMER RD	5.3 STREET ADDRESS	10705 WESTHEIMER ROAD
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	HOUSTON, TEXAS 77042
TITLE	AS	6.1 TITLE	VICE PRESIDENT
NAME	CARPENTER, M. MICHAEL	6.2 NAME	THOMAS B. HIX, JR
STREET ADDRESS	360 N. CRESCENT DR	6.3 STREET ADDRESS	10205 WESTHEIMER ROAD
CITY-ST-ZIP	BEVERLY HILLS CA	6.4 CITY-ST-ZIP	HOUSTON, TEXAS 77042

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Pamela X. Mortham*

4/29/98 (713) 977-5140

CR2E034 (10/97)

**WESTERN ATLAS INTERNATIONAL, INC.
DIRECTORS AND OFFICERS
AS OF DECEMBER 31, 1997**

DIRECTORS

James E. Brasher	10205 Westheimer Road Houston, Texas 77042
William H. Flores	10205 Westheimer Road Houston, Texas 77042
Lourdes T. Hernandez	10205 Westheimer Road Houston, Texas 77042

OFFICERS

John R. Russell	President	10205 Westheimer Road, Houston, Texas 77042
Orval F. Brannan	Exec. Vice President	10001 Richmond Avenue, Houston, Texas 77042
Damir S. Skerl	Exec. Vice President	10205 Westheimer Road, Houston, Texas 77042
James E. Brasher	Sr. Vice President & Assistant Secretary	10205 Westheimer Road, Houston, Texas 77042
William H. Flores	Sr. Vice President / CFO	10205 Westheimer Road, Houston, Texas 77042
William G. Honeybourne	Sr. Vice President	10205 Westheimer Road, Houston, Texas 77042
Emil J. Mateker, Jr.	Sr. Vice President	10205 Westheimer Road, Houston, Texas 77042
Richard C. White	Sr. Vice President	10001 Richmond Avenue, Houston, Texas 77042
Gerald M. Gilbert	Vice President	10011 Meadowglen, Houston, Texas 77042
James L. Gresham	Vice President	10205 Westheimer Road, Houston, Texas 77042
Rex E. Gwinn	Vice President	10205 Westheimer Road, Houston, Texas 77042
Thomas B. Hix, Jr.	Vice President	10205 Westheimer Road, Houston, Texas 77042
Gary E. Jones	Vice President	10205 Westheimer Road, Houston, Texas 77042
Fritz W. Reuter	Vice President	10205 Westheimer Road, Houston, Texas 77042
F. Albert Moncrieff	Vice President & Treasurer	10205 Westheimer Road, Houston, Texas 77042
Lourdes T. Hernandez	Secretary	10205 Westheimer Road, Houston, Texas 77042
Jan E. Farley	Assistant Secretary	10205 Westheimer Road, Houston, Texas 77042
Kim Landon	Assistant Secretary	10011 Meadowglen, Houston, Texas 77042
Thomas Mirczak	Assistant Secretary	455 London Rd., Isleworth, Middlesex TW7-5AB England
Jose' A Solis, Jr.	Assistant Secretary	10001 Richmond Avenue, Houston, Texas 77042
Paul H. Stanford	Assistant Secretary	10205 Westheimer Road, Houston, Texas 77042
E. Eugene Thigpen	Assistant Secretary	10205 Westheimer Road, Houston, Texas 77042
Frederick M. Sullivan	Assistant Treasurer	10205 Westheimer Road, Houston, Texas 77042