

CT CORPORATION SYSTEM

P14224

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 9486
Fax 713 759 1950

October 8, 1998

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

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-10/14/98--01023--001

*****35.00 *****35.00

Re: WESTERN ATLAS INTERNATIONAL, INC.

Dear Sir or Madam:

We enclose for filing a Statement of Change of Registered Office or Registered Agent on behalf of the above corporation, together with the filing fee. Please return the evidence of filing to the undersigned.

Should you have any questions, please call the undersigned at 1-800-324-0754.

Very truly yours,

Cheryl K. Wiederhold

Cheryl K. Wiederhold
Associate Customer Specialist

FILED
98 OCT 14 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Change
TLL
OCT 14 1998

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
Delaware submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: WESTERN ATLAS INTERNATIONAL, INC.

1b. Date of incorporation November 15, 1985 Document number P14224

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

The Prentice-Hall Corporation System, Inc.

110 North Magnolia Street, Tallahassee, Florida 32301

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

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.

Paul H. Stanford

SIGNATURE

DATE

PAUL H. STANFORD, Assistant Secretary
(Type or printed name and title)

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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

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SIGNATURE BY:

E. A. Wallace (Registered Agent) Assistant Secretary

DATE

7/29/98

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

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Filing Fee: \$35.00