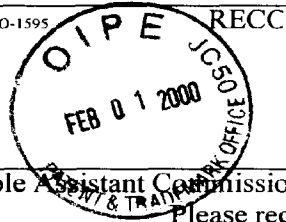


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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE



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To the Honorable Assistant Commissioner
for Patents:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Pipeline Integrity International, Inc. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Name: <u>PII North America, Inc.</u> Internal Address: _____ Street Address: <u>7105 Business Park Drive</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77041</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____	
Execution Date: <u>November 29, 1999</u>	

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s). 08/996,504 09/159,381	B. Patent No(s).
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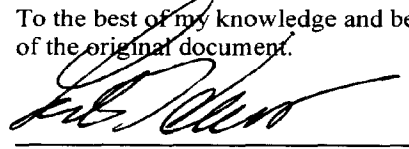
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Lester L. Hewitt</u> Internal Address: <u>AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.</u> Street Address: <u>1900 Pennzoil Place, South Tower, 711 Louisiana</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77002</u>	6. Total number of applications and patents involved: <u>2</u> 7. Total fee (37 C.F.R. § 3.41) \$ <u>80</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>16-2435</u> (Attach duplicate copy of this page if paying by deposit account)
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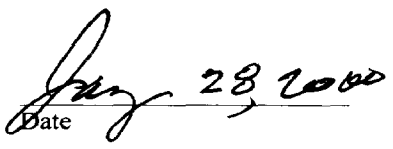
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.



 Lester L. Hewitt, Reg. No. 25,685



 Date July 28, 2000

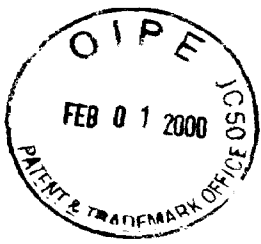
Total number of pages including cover sheet, attachments and document: 3

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State of Delaware

PAGE 1

Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PIPELINE INTEGRITY INTERNATIONAL, INC.", CHANGING ITS NAME FROM "PIPELINE INTEGRITY INTERNATIONAL, INC." TO "PII NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

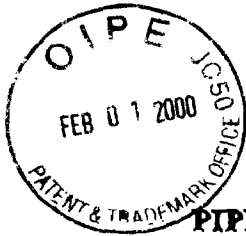
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0123739
DATE: 12-08-99



**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PIPELINE INTEGRITY INTERNATIONAL, INC.**

Pipeline Integrity International, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

That the Board of Directors of the Corporation, by a Consent Resolution dated as of November 29, 1999, adopted certain resolutions setting forth a proposed Amendment to the Certificate of Incorporation of the Corporation and declaring said Amendment to be advisable.

An extract of the resolution setting forth the proposed Amendment is as follows:

RESOLVED:

That the Certificate of Incorporation of the Corporation be amended by deleting in its entirety Article 1 and by inserting in lieu thereof the provision hereinafter set forth so that the said Article 1 shall be read as follows:

"1. The name of the corporation is PII North America, Inc."

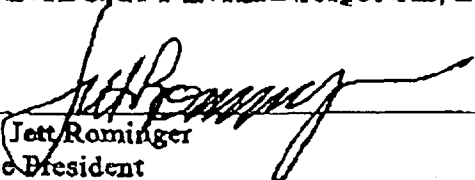
That thereafter, the said Amendment having been consented to and authorized by the holder of all of the issued and outstanding stock entitled to vote thereon, Pipeline Integrity International (UK) Limited, by a written Consent Resolution given in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware, shall be filed with the Secretary of State of Delaware.

That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its Vice President on this the 29th day of November, 1999.

PIPELINE INTEGRITY INTERNATIONAL, INC.

By:


Mr. Jett Rominger
Vice President