

Filing Fee: \$75.00

ID Number: 104718



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Dresser Equipment Group Inc.
- 2. It is incorporated under the laws of Delaware
- 3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on February 3, 1999, authorizing it to transact business in Rhode Island under the name of:

- 4. The corporate name of the corporation has been changed to Dresser Inc.
(If no change, so indicate.)

- 5. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

- (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

- 6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED
MAR 25 2002
By [Signature]
283173

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (if there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
13,000,000	A		.001
2,000,000	B		.001

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ _____ *see attachment*
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ _____
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is _____%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ _____
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ _____
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is _____%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 2/19/02

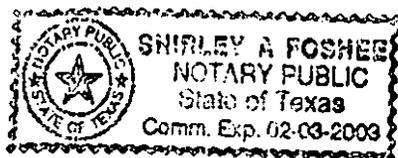
Dresser, Inc.
 Print Exact Name of Corporation Making Application

By *Joe B. Hill*
 President or Vice President (check one)

By *Shirley W. Foshee*
 Secretary or Assistant Secretary (check one)

STATE OF Texas
 COUNTY OF Dallas

In Addison TX, on this 19th day of March, 2002, personally appeared before me Joe B. Mikus who, being by me first duly sworn, declared that he/she is the Vice President Finance of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Shirley W. Foshee
 Notary Public
 My Commission Expires: February 3, 2003

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

RI SEC OF STATE CORP Fax:401-222-1309

May 14 2002 13:59 P.03

Attachment
Amended Certificate of Authority
Dresser, Inc.

Total Authorized

13,000,000	A	.051
2,000,000	B	.001

An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 628,193,000

An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 6,500

An estimate expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .001 % (divide (b) by (a) and multiply by 100 to obtain the percentage)

An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 937,470,000

An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,983,000

An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .3182 % (divide (b) by (a) and multiply by 100)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State

April 3, 2002

Corporation Service Company
170 Westminster Street, Ste. 900
Providence, RI 02903

Re: **ID 104718**
Dressor, Inc.

Dear Sir or Madam:

On March 25, 2002, this office accepted for filing an Amended Certificate of Authority for the above-named corporation. It has come to our attention the application was completed to reflect a change in the corporate name as well as an increase in authorized shares. However, the accompanying certified amendment only reflected the change in corporate name.

Therefore, in order to formally file the increase in authorized shares from 10,000 common \$1.00 par value to 13,000,000 A \$.001 par value and 2,000,000 B \$.001 par value, a second Amended Certificate of Authority must be completed and remitted for filing. Note, the corporation may be subject to an increased license fee. Please closely review the accompanying instruction sheet for additional information.

If you have any questions, please feel free to contact me.

Very truly yours,

CORPORATIONS DIVISION

Maureen E. Ewing
Maureen E. Ewing
Assistant to the Director

Enc.

100 North Main Street
Providence
Rhode Island
02903-1355

Corporations/UCC:
401-222-3040
Fax: 401-222-1309

Elections:
401-222-2340
Fax: 401-222-1444

First Stop Business
Information Center:
401-222-2185
Fax: 401-222-3890

Notary/Trademarks:
401-222-1487
Fax: 401-222-3879

www.state.ri.us

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "DRESSER EQUIPMENT GROUP, INC.", CHANGING ITS NAME FROM "DRESSER EQUIPMENT GROUP, INC." TO "DRESSER, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2001, AT 10 O'CLOCK A.M.



2981572 8100

020034734

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1565370

DATE: 01-17-02