

**BYLAWS  
OF  
VAREL INTERNATIONAL ENERGY SERVICES, INC.**

**ARTICLE I.**

**OFFICES**

Section 1. Registered Office. The corporation shall at all times maintain a registered office in the State of Delaware. The registered office of the corporation and the registered agent of the corporation at such office may be changed from time to time by the corporation in the manner specified by law.

Section 2. Other Offices. The corporation may have its principal office and other offices at such place or places both within and without the State of Delaware as the board of directors may, from time to time, determine or the business of the corporation may require.

**ARTICLE II.**

**MEETINGS OF STOCKHOLDERS**

Section 1. Place and Time of Meetings. All meetings of stockholders shall be held at such place, either within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The annual meetings of stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, either within or without the State of Delaware, as may be designated from time to time by the board of directors and stated in the notice of the meeting. The board of directors may specify by resolution prior to any special meeting of stockholders held within the year that such meeting shall be in lieu of the annual meeting.

Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors. Business transacted at any special meeting of stockholders shall be limited to the purpose or purposes stated in the notice.

Section 4. Notice of Meetings; Waiver. Written notice of an annual or special meeting of the stockholders stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary or any other authorized officer by the board of directors calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. Whenever notice is required to be given to any stockholder, a written

waiver thereof, signed by the stockholder entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business transacted at, nor the purpose of, any regular or special meeting need be stated in the written waiver of notice of such meeting. Notice of any meeting may be given by or at the direction of the chairman of the board of directors, the vice chairman of the board of directors, the president, the secretary or the board of directors. No notice need be given of the time and place of reconvening of any adjourned meeting if the time and place to which the meeting is adjourned are announced at the adjourned meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 5. List of Stockholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, showing the address of each stockholder and number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, to vote in person or by proxy at any meeting of the stockholders.

Section 6. Quorum; Required Stockholder Vote. Each stockholder entitled to vote at any meeting of the stockholders shall be entitled to one vote for each share of common stock held by such stockholder that has voting power upon the matter in question. A quorum for the transaction of business at any annual or special meeting of stockholders shall exist when the holders of the outstanding shares entitled to vote and constituting a majority of the total votes are represented either in person or by proxy at such meeting. In all matters other than the election of directors, the affirmative vote of the shares present in person or represented by proxy and constituting a majority of the total votes present and entitled to be cast at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless a greater vote is required by law, by the certificate of incorporation or by these bylaws. Directors shall be elected by the affirmative vote of a plurality of the votes represented by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. When a quorum is once present to organize a meeting, the stockholders present may continue to do business at the meeting or at any adjournment thereof, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 7. Proxies. A stockholder may vote either in person or by a proxy which such stockholder has duly executed in writing. No proxy shall be valid after three years from the

date of its execution unless a longer period is expressly provided in the proxy. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the secretary of the corporation.

Section 8. Organization. Meetings of stockholders shall be presided over by the chairman of the board of the board of directors, or in such officer's absence by the vice chairman of the board of directors, or in such officer's absence by the president, or in the absence of the foregoing persons by a chairman designated by the board of directors, or in the absence of such designation by a chairman chosen at the meeting. The secretary shall act as secretary of the meeting, but in such officer's absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 9. Record Date. In order that the corporation may determine stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for any other lawful purpose, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date: (a) in the case of the determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall not be more than 60 nor less than ten days before the date of such meeting; (b) in the case of the determination of stockholders entitled to consent to corporate action in writing without a meeting, shall not be more than ten days after the date upon the resolution fixing the record date is adopted by the board of directors; and (c) in the case of any other action, shall not be more than 60 days prior to such other action. If no record date is fixed: (w) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (x) the record date for determining the stockholders entitled to consent to corporate action without a meeting, when no prior action by the board of directors is required by the Delaware General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or its secretary; and (y) the record date for determining stockholders for any other purpose, including for entitlement to consent to corporate action without a meeting, when prior action by the board of directors is required by the Delaware General Corporation Law, shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 10. Written Consent of Stockholders. Any action required to be taken at any

annual or special meeting of the stockholders of the corporation, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or its secretary. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the provisions of Section 228 of the Delaware General Corporation Law.

### ARTICLE III.

#### DIRECTORS

Section 1. Power of Directors. The business and affairs of the corporation shall be managed by or under the direction of its board of directors. In addition to the authority and powers conferred upon the board of directors by the Delaware General Corporation Law, the certificate of incorporation and these bylaws, the board of directors is hereby authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the Delaware General Corporation Law, the certificate of incorporation and these bylaws.

Section 2. Number and Term. The number of directors which shall constitute the whole board of directors shall be no less than one, as determined initially by the incorporator and, after the issuance of stock, by resolution of the board of directors or by the stockholders at the annual or any special meeting. Each director elected shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal. Directors shall be at least eighteen years of age and need not be residents of the State of Delaware nor stockholders of the corporation. The directors, other than the first board of directors, shall be determined by resolution of the board of directors or by the stockholders at the annual meeting, except as hereinafter provided.

Section 3. Vacancies. Newly created directorships resulting from an increase in the board of directors and all vacancies occurring in the board of directors, including vacancies caused by removal without cause, may be filled by a majority of the directors then in office, though less than a quorum, or by the sole remaining director, or by a plurality of the votes cast at a meeting of the stockholders, and each director so chosen shall hold office until the expiration of the term of office of the director whom he has replaced, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

Section 4. Performance by Directors. Each member of the board of directors and each member of any committee designated by the board of directors, shall, in the performance of

such member's duties, be fully protected in relying in good faith upon the records of the corporation and upon such information, opinions, reports or statements presented to the corporation by any of the corporation's officers or employees, or committees of the board of directors, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the corporation.

Section 5. Meetings of the Board of Directors. Regular meetings of the board of directors may be held at such places within or without the State of Delaware and at such times as the board of directors may from time to time determine, and if so determined, notices thereof need not be given. Special meetings of the board of directors may be held at such places within or without the State of Delaware and may be called by the chairman of the board of directors, the vice chairman of the board of directors, the president or a majority of the entire board of directors. Written notice of the time and place of such special meetings shall be given to each director by the person or persons calling such meeting by first class or registered mail at least four days before the meeting or by telephone, telecopy or in person at least one day before the meeting. Whenever notice is required to be given to any director, a written waiver thereof, signed by such director, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance at a meeting shall constitute a waiver of any required notice of such meeting, except when the director attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be stated in the notice or waiver of notice of such meeting.

Section 6. Quorum. At all meetings of the board of directors, a majority of the directors in office shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Organization. Meetings of the board of directors shall be presided over by the president, the chairman of the board of directors, the vice chairman of the board of directors or in their absence by a chairman chosen at the meeting. The secretary shall act as secretary of the meeting, but in such officer's absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 8. Written Consent of Directors. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board of directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of directors or committee, as the case may be.

Section 9. Meetings by Conference Telephone. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 10. Committees of Directors. The board of directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board of directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided that no committee shall have the power or authority of the board of directors in reference to (a) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or (b) adopting, amending, or repealing any bylaw of the corporation. Unless the board of directors otherwise provides, each committee designated by the board may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the board of directors conducts its business pursuant to this Article III.

Section 11. Compensation of Directors. Unless otherwise restricted by the certificate of incorporation, the board of directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at such meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings or such compensation as the board of directors may fix.

Section 12. Removal of Directors. Any or all of the directors may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors at a special meeting called for that purpose.

Section 13. Corporate Records. The directors may keep the books of the corporation outside the State of Delaware, except such as are required by law to be kept within the state, at such place or places as they may from time to time determine.

## ARTICLE IV.

### OFFICERS

Section 1. Officers. The officers of the corporation shall be chosen by the board of directors and may include, but shall not be limited to, a president, one or more vice presidents (any one or more of whom may be designated an executive vice president or senior vice president), a chief executive officer, a chief operations officer, a treasurer and a secretary. The board of directors may also choose a chairman of the board of directors, one or more vice chairmans of the board of directors, one or more assistant treasurers and one or more assistant secretaries, as well as other officers and agents, with such titles, duties and powers as the board of directors may from time to time determine. Any number of offices may be held by the same person, unless the certificate of incorporation or these bylaws provide otherwise.

Section 2. Appointment of Officers. The board of directors, at its first meeting after each annual meeting of stockholders, shall choose the officers of the corporation.

Section 3. Salaries of Officers. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 4. Term; Removal and Vacancies. Each officer of the corporation shall hold office until such officer's successor has been chosen and qualified or until such officer shall have resigned or shall have been removed. Any officer may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 5. Chairman of the Board of Directors. The chairman of the board of directors, who shall be chosen from among the board of directors, shall have the general powers and duties of management and supervision of the business of the corporation, shall preside at all meetings of the board of directors if present, and shall, in general, perform all duties incident to the office of chairman of the board of directors and such other duties as, from time to time, may be assigned to him by the board of directors.

Section 6. Vice Chairman. In the absence of the chairman of the board of directors, or in the event of such officer's inability or refusal to act, the vice chairman, if any, shall perform the duties and exercise the powers of the chairman of the board of directors and shall perform such other duties and have such other powers as the chairman of the board of directors or the board of directors may from time to time prescribe.

Section 7. President. It shall be the president's duty to supervise generally the management of the business of the corporation. Without limiting the generality of the foregoing, in the absence of the chairman or vice chairman of the board of directors, or in the event of such officer's inability or refusal to act, the president shall preside at all meetings of the stockholders and all meetings of the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect. In addition to the foregoing, the president shall have power to

sign contracts, powers of attorney and other instruments on behalf of the corporation and shall execute bonds, mortgages and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. Unless directed otherwise by the board of directors, the president, or any officer of the corporation authorized by the president, shall have the power to vote or otherwise act on behalf of the corporation, in person or by proxy, at any meeting of the stockholders or with respect to any action of stockholders of any other company or corporation in which the corporation may hold securities and otherwise to exercise any and all rights and powers which this corporation may possess by reason of its ownership of securities in such other corporation or company.

Section 8. Vice Presidents. In the absence of the president, or in the event of such officer's inability or refusal to act, the vice presidents in the order determined by the board of directors (or if there be not such determination, then in the order of their election) shall perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. In addition, the vice presidents shall have the power to sign contracts, powers of attorney and other instruments on behalf of the corporation, except where the execution thereof shall be otherwise delegated by the board of directors.

Section 9. Chief Executive Officer. The chief executive officer shall have the general powers and duties of management and supervision of the various operational functions of the corporation and of working with affiliates of the corporation in areas that are similar to the business of the corporation, subject, however, in each case, to the control of the board of directors. The chief executive officer shall report solely to the board of directors with respect to such officer's activities on behalf of the corporation. The chief executive officer shall perform such other duties as may be assigned to him from time to time by the board of directors. The chief executive officer may assume the title of chairman in name only, but, unless the chief executive officer is expressly elected by the board of directors to be the chairman of the board of directors, shall neither be the chairman of the board of directors nor have any of the responsibilities, duties, rights or powers of the chairman of the board of directors.

Section 10. Chief Operating Officer. The chief operating officer shall have the general powers and duties of management and supervision of the various operational functions of the corporation and of working with affiliates of the corporation in areas that are similar to the business of the corporation, subject, however, in each case, to the control of the chief executive officer and board of directors. The chief operating officer shall report solely to the chief executive officer with respect to such officer's activities on behalf of the corporation. Such officer shall, in general, perform such duties as the chief executive officer and board of directors may from time to time prescribe. The chief operating officer may assume the title of president in name only, but, unless the chief operating officer is expressly elected by the board of directors to be the president of the corporation, shall neither be the president nor have any of the responsibilities, duties, rights or powers of the president.

Section 11. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors at its regular meetings, or when the board of directors so requires, an account of all such officer's transactions as treasurer and of the financial condition of the corporation.

Section 12. Assistant Treasurer. The assistant treasurer (or, if there be more than one, the assistant treasurers in the order determined by the board of directors or, if there shall be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of such officer's disability, inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 13. Secretary. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the stockholders and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision such officer shall be. The secretary shall have custody of the corporate seal of the corporation and such officer, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the secretary's signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by such officer's signature.

Section 14. Assistant Secretary. The assistant secretary (or, if there be more than one, the assistant secretaries in the order determined by the board of directors or, if there shall be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of such officer's disability, inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## ARTICLE V.

### CERTIFICATE OF STOCK

Section 1. Certificates. Every holder of stock in the corporation shall be entitled to have a certificate of the shares of the corporation signed by the president or a vice president and either the treasurer or the secretary of the corporation and may be sealed with the seal of the corporation or a facsimile thereof.

Section 2. Signatures. Any or all of the signatures of the officers of the corporation upon a certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if such officer were such officer at the date of issue.

Section 3. Lost Certificates. The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

Section 4. Transfers of Shares. Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 5. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

Section 6. Stock Ledger. A record shall be kept by the secretary or by any other officer, employee or agent designated by the board of directors, of the name of each person, firm or corporation holding capital stock of the corporation, the class and number of shares represented by, and the respective dates of, each certificate for such capital stock, and in case of cancellation of any such certificate, the respective dates of cancellation.

## ARTICLE VI.

### INDEMNIFICATION

Section 1. Indemnity Undertaking. To the extent not prohibited by law, the corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the corporation, or, at the request of the corporation, is or was serving as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"),

against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Persons who are not directors or officers of the corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the corporation or to an Other Entity at the request of the corporation to the extent the board of directors at any time specifies that such persons are entitled to the benefits of this Article 6.

Section 2. Advancement of Expenses. The corporation shall, from time to time, reimburse or advance to any director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; PROVIDED, HOWEVER, that, if required by the Delaware General Corporation Law, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

Section 3. Rights Not Exclusive. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 6 shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, the corporation's certificate of incorporation, these bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 4. Continuation of Benefits. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 6 shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

Section 5. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 6, the corporation's certificate of incorporation or under section 145 of the Delaware General Corporation Law or any other provision of law.

Section 6. Binding Effect. The provisions of this Article 6 shall be a contract between the corporation, on the one hand, and each director and officer who serves in such capacity at any time while this Article 6 is in effect and any other person entitled to indemnification hereunder,

on the other hand, pursuant to which the corporation and each such director, officer or other person intend to be, and shall be legally bound. No repeal or modification of this Article 6 shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 7. Procedural Rights. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 6 shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the corporation. Neither the failure of the corporation (including its board of directors, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the corporation (including its board of directors, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses in any such proceeding to the fullest extent permitted under the Delaware General Corporation Law.

Section 8. Service Deemed at Corporation's Request. Any director or officer of the corporation serving in any capacity (a) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the corporation or (b) any employee benefit plan of the corporation or any corporation referred to in clause (a) shall be deemed to be doing so at the request of the corporation.

Section 9. Election of Applicable Law. Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Article 6 may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the corporation, at the time indemnification or reimbursement or advancement of expenses is sought; PROVIDED, HOWEVER, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

## ARTICLE VII.

### GENERAL PROVISIONS

Section 1. Depositories. All funds of the corporation shall be deposited in the name

of the corporation in such bank, banks, or other financial institutions as the board of directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the corporation by such person or persons as the board of directors may from time to time designate.

Section 2. Inspection of Books and Records. Any stockholder, in person or by attorney or other agent, shall upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper business purpose the corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in the State of Delaware or its principal place of business. Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders and its other books and records for a purpose reasonably related to the director's position as a director.

Section 3. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 4. Seal. The seal of the corporation shall consist of an impression bearing the name of the corporation around the perimeter and the word "Seal" and such other information. In lieu thereof, the corporation may use an impression or writing bearing the words "CORPORATE SEAL" enclosed in parentheses or scroll, which shall also be deemed the seal of the corporation.

## ARTICLE VIII.

### AMENDMENTS

Section 1. Amendments. These bylaws may be amended or repealed or new bylaws may be adopted at any regular or special meeting of stockholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting. Pursuant to the certificate of incorporation, these bylaws may also be amended or repealed or new bylaws may be adopted by the affirmative vote of a majority of the board of directors at any regular or special meeting of the board of directors.

VAREL INTERNATIONAL ENERGY SERVICES, INC.

BYLAW AMENDMENT

ADOPTED BY THE BOARD OF DIRECTORS ON AUGUST 1, 2010

**Quorum of Directors**

**WHEREAS**, the Bylaws of the Corporation authorize the Board of Directors to adopt amendments to the Bylaws.

**RESOLVED**, that the first sentence of Section 6 of Article III of the Bylaws is amended to read in full as follows:

At all meetings of the board of directors, a quorum for the transaction of business shall be the greater of (i) a majority of the directors then in office, and (ii) one third of the total authorized number of directors.