



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Precision Drilling Oilfield Services, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

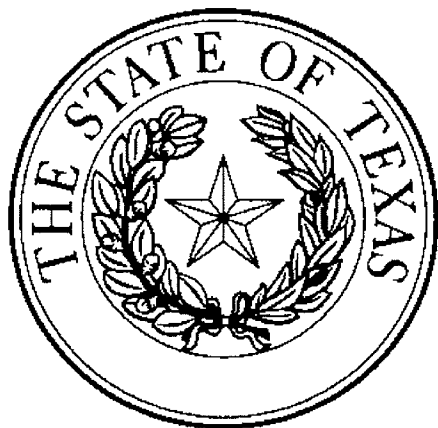
Precision Drilling Company, LP
Domestic Limited Partnership (LP)
[File Number: 11578610]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/30/2009

Effective: 10/31/2009 05:00 pm



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

November 02, 2009

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE:
Precision Drilling Company, LP (File Number: 11578610)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

OCT 30 2009

CERTIFICATE OF MERGER

of

PRECISION DRILLING OILFIELD SERVICES, INC.
(a Delaware corporation)

Corporations Section

with and into

PRECISION DRILLING COMPANY LP
(a Texas limited partnership)

This Certificate of Merger is submitted for the purpose of effecting the merger (the "**Merger**") of Precision Drilling Oilfield Services, Inc., a Delaware corporation (the "**Merged Entity**"), with and into Precision Drilling Company LP, a Texas limited partnership (the "**Surviving Entity**"). The Merged Entity and the Surviving Entity execute and adopt the following Certificate of Merger pursuant to the provisions of Section 2.11 of the Texas Revised Limited Partnership Act (the "**TRLPA**").

1. The names of the constituent entities participating in the Merger and the states under the laws of which they are organized are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
Precision Drilling Oilfield Services, Inc.	Corporation	Delaware
Precision Drilling Company LP	Limited Partnership	Texas

2. The Agreement and Plan of Merger, setting forth the terms and conditions of the Merger (the "**Plan**"), has been approved by the Merged Entity and the Surviving Entity. The Surviving Entity shall be the surviving limited partnership of the Merger.

3. The Certificate of Limited Partnership of the Surviving Entity, as in effect immediately prior to the Merger, will be the Certificate of Limited Partnership of the Surviving Entity following the Merger. No amendments to the Certificate of Limited Partnership of the Surviving Entity are desired to be effected by the Merger.

4. A copy of the executed Plan is on file at the principal place of business of the Surviving Entity, which is located at 10370 Richmond Avenue, Suite 600, Houston, Texas 77042.

5. A copy of the Plan has been furnished to each partner of the Surviving Entity at least 20 days before the effective time of the Merger, unless waived by that partner, or the Surviving Entity has complied with the provisions of its partnership agreement regarding furnishing partners copies or summaries of the Plan or notices regarding the Merger.

6. As to each of the Merged Entity and the Surviving Entity, the Plan was approved and duly authorized by all action required by Section 263 of the Delaware General Corporation Law and Section 2.11 of the TRLPA, respectively, and by the parties' respective constituent documents.

7. Under the Merger Agreement, the Surviving Entity will be responsible for the payment of all fees and franchise taxes of the undersigned organizations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

8. Pursuant to Section 2.12 of the TRLPA, the Merger shall be effective as of 5:00 p.m., local time in Houston, Texas, on October 31, 2009.

[Signature Page Follows]

IN WITNESS WHEREOF, this certificate of merger has been duly executed by an authorized officer of each of the constituent entities to the Merger as of the day and year first written above.

**PRECISION DRILLING OILFIELD
SERVICES, INC.**

a Delaware corporation

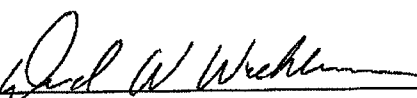
By: 

Kenneth Haddad
Vice President, Business Development

PRECISION DRILLING COMPANY LP

a Texas limited partnership

By: Precision Drilling Holdings Company
a Nevada corporation,
its sole general partner

By: 

David Wehlmann
Executive Vice President,
Investor Relations