

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

 MITCHAM INDUSTRIES, INC.
 (Exact name of registrant as specified in its charter)

TEXAS
 (State or other jurisdiction of incorporation or organization) 76-0210849
 (I.R.S. Employer Identification No.)

44000 HIGHWAY 75 SOUTH
 HUNTSVILLE, TEXAS 77340
 (Address of principal executive offices)

 MITCHAM INDUSTRIES, INC. 1998 STOCK AWARDS PLAN
 MITCHAM INDUSTRIES, INC. 2000 STOCK OPTION PLAN
 (Full title of the Plans)

 CHRISTOPHER C. SIFFERT
 CORPORATE CONTROLLER
 44000 HIGHWAY 75 SOUTH
 HUNTSVILLE, TEXAS 77340
 (936) 291-2277
 (Name, address, including zip code, and telephone number,
 including area code, of agent for service)

 COPY TO:
 SABRINA A. MCTOPY
 JACKSON WALKER L.L.P.
 1100 LOUISIANA, SUITE 4200
 HOUSTON, TEXAS 77002
 (713) 752-4265

CALCULATION OF REGISTRATION FEE

PROPOSED REGISTERED	MAXIMUM PROPOSED REGISTERED PER SHARE (1)	PROPOSED MAXIMUM TITLE OF SECURITIES (1)	AMOUNT TO BE OFFERING PRICE	AGGREGATE OFFERING AMOUNT OF TO BE
416.00	\$.01 par value	Common Stock	350,000 shares 4.75	\$1,662,500 \$
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-----	-----	Common Stock	1,000,000 shares 4.75	\$4,750,000 \$1,188.00
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-----	-----	Totals	1,350,000 shares	\$6,412,500 \$1,604.00

(1) Estimated solely for the purpose of calculating the registration fee. Under Rule 457(c) and (h), the offering price per share, the aggregate offering price and the registration fee are calculated based on the average of the high and low sale prices of the Common Stock reported by the National Association of Securities Dealers Automated Quotation National Market System on August 7, 2001 (\$4.75 per share).

2 P A R T II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE. The following documents filed by Mitcham Industries, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement: (i) The Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2001; (ii) All of the Company's other reports filed under Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since January 31, 2001; and (iii) The description of the Company's Common Stock, par value \$.01 per share ("Common Stock") contained in the Company's Current Report on Form 8-K, dated August 8, 2001, updating such description contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act. All documents filed by the Company with the Commission under Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and before the filing of a post-effective amendment to this Registration Statement that indicates all securities offered have been sold or that de-registers all remaining securities, will be incorporated by reference in this Registration Statement and be a part hereof from the date of filing of such documents. ITEM 4. DESCRIPTION OF SECURITIES. Not applicable. ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL. Not applicable. ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Under Texas law, a corporation may indemnify any person who was or is a party or is threatened to be made a party to an action by reason of his service as a director or officer of the corporation, against (a) expenses (including attorneys' fees) that are actually and reasonably incurred by him ("Expenses") and (b) judgments, fines and amounts paid in settlement that are actually and reasonably incurred by him, in connection with the defense or settlement of such action, provided that he acted in good faith and reasonably believed that his conduct (i) was in the best and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. Although Texas law permits a corporation to indemnify any person referred to above against Expenses in connection with the defense or settlement of a suit brought to obtain a 2

3 judgment in the corporation's favor, provided that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, if such person is judged liable to the corporation, indemnification is limited to Expenses, and is not allowed at all if such person shall have been judged liable for willful or intentional misconduct. The Texas Business Corporation Act also provides for mandatory indemnification of any director or officer against Expenses to the extent such person has been wholly successful in any proceeding covered by the statute. In addition, the Texas Business Corporation Act provides the general authorization of advancement of a director's or officer's litigation expenses in lieu of requiring the authorization of such advancement by the board of directors in specific cases. The Company's Amended and Restated Articles of Incorporation (the "Articles") provide for the broad indemnification of its directors and officers and for advancement of litigation expenses to the fullest extent permitted by Texas law. The Company's Articles also eliminate or limit the personal liability of directors for damages for breach of fiduciary duty as a director, except for (i) a breach of a director's duty of loyalty to Mitcham Industries; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressed provided for by an applicable statute. These provisions may reduce the likelihood of derivative action against directors for breaches of their fiduciary duties. The Company maintains an insurance policy covering directors and officers under which the insurer agrees to pay, subject to certain exclusions, for claims made against directors and officers of the Company for a wrongful act that they may become legally obligated to pay or for which the Company is required to indemnify the directors or officers, including liabilities under federal and state securities laws. ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED. Not applicable. ITEM 8. EXHIBITS 3.1 - Amended and Restated Articles of Incorporation of the Company. 3.2 - Amended and Restated Bylaws of the Company. 5.1 - Opinion of Jackson Walker L.L.P. 10.1 - The Company's 1998 Stock Awards Plan (incorporated by reference to the Company's Proxy Statement dated May 31, 1998). 10.2 - The Company's 2000 Stock Option Plan (incorporated by reference to the Company's Proxy Statement dated May 31, 2000). 23.1 - Consent of Jackson Walker L.L.P. (included in Exhibit 5.1) 23.2 - Consent of Hein + Associates LLP. 24.1 - Power of Attorney (included as part of the signature page of the Registration Statement). - ----- 3

4 ITEM 9. UNDERTAKINGS. A. Undertaking to Update Mitcham Industries hereby undertakes: (1) To file, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to: (i) include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) reflect in the prospectus any facts or events that, individually or in the aggregate, represent a fundamental change in the information in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) include any additional or changed material information on the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement unless the information required by (i) and (ii) is included in the periodic reports Mitcham Industries has filed under Section 13 or 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement. (2) For determining any liability under the Securities Act, to treat each post-effective amendment as a new Registration Statement of the securities offered and the offering of such securities at that time to be deemed the initial bona fide offering thereof; and (3) To file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering. B. Undertaking Regarding Documents Incorporated by Reference Mitcham Industries hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of Mitcham Industries' annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be a new Registration Statement relating to the securities offered, and the offering of such securities at that time shall be the initial bona fide offering thereof. 4

5 C. Undertaking Regarding Indemnification Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Mitcham Industries under the foregoing provisions, or otherwise, Mitcham Industries has been advised that in the Securities and Exchange Commission's opinion, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. If there is a claim for indemnification against such liabilities (other than Mitcham Industries' payment of expenses incurred or paid by a director, officer, or controlling person of Mitcham Industries in the successful defense of any action, suit or proceeding) asserted by such director, officer, or controlling person of Mitcham Industries in connection with the securities being registered, Mitcham Industries will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. 5

6 SIGNATURES Pursuant to the requirements of the Securities Act, Mitcham Industries certifies it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly authorized the undersigned to sign this Registration Statement on its behalf in the City of Huntsville, State of Texas, on August 8, 2001. MITCHAM INDUSTRIES, INC.
By: /s/ CHRISTOPHER C. SIFFERT ----- Christopher C. Siffert, Corporate Controller
(principal accounting officer) The undersigned officers and directors of Mitcham Industries hereby appoint P. Blake Dupuis and Christopher C. Siffert, and each of them singly, our true and lawful attorney and agent to do all acts and things in our name and on our behalf in our capacities as officers and directors, and to execute and file any or all amendments to this Registration Statement (including post-effective amendments and any amendment or amendments increasing the amount of securities for which registration is being sought), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney and agent full power and authority to do every thing necessary to be done to effectuate the same, as fully confirming all that such attorney and agent or his substitute or substitutes, may lawfully do or cause to be done. 6

7 Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on July 18, 2001.

SIGNATURE
TITLE/CAPACITY

/s/ BILLY F.
MITCHAM, JR.
Chairman of
the Board,
President and
Chief
Executive - -

--- Officer
BILLY F.
MITCHAM, JR.
/s/ P. BLAKE
DUPUIS
Executive
Vice
President -
Finance,
Secretary and

Treasurer and
Director P.
BLAKE DUPUIS
/s/ WILLIAM
J. SHEPPARD
Executive
Vice
President of
International
Operations -

---- and
Director
WILLIAM J.
SHEPPARD /s/
RANDAL DEAN
LEWIS - ----

Director
RANDAL DEAN
LEWIS /s/
JOHN F.
SCHWALBE - --

-- Director
JOHN F.
SCHWALBE /s/
PETER H. BLUM

Director
PETER H. BLUM

8 INDEX TO EXHIBITS 3.1 - Amended and Restated Articles of Incorporation of the Company. 3.2 - Amended and Restated Bylaws of the Company. 5.1 - Opinion of Jackson Walker L.L.P. 10.1 - The Company's 1998 Stock Awards Plan (incorporated by reference to the Company's Proxy Statement dated May 31, 1998). 10.2 - The Company's 2000 Stock Option Plan (incorporated by reference to the Company's Proxy Statement dated May 31, 2000). 23.1 - Consent of Jackson Walker L.L.P. (included in Exhibit 5.1) 23.2 - Consent of Hein + Associates LLP. 24.1 - Power of Attorney (included as part of the signature page of the Registration Statement).

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MITCHAM INDUSTRIES, INC.

ARTICLE I

Mitcham Industries, Inc. (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Amended and Restated Articles of Incorporation that accurately copy the Articles of Incorporation and all amendments thereto that are in effect before the date hereof and as further amended by these Amended and Restated Articles of Incorporation as hereinafter set forth and that contain no other change to any provision thereof.

ARTICLE II

The Articles of Incorporation of the Corporation are amended by these Amended and Restated Articles of Incorporation as follows:

Article Three of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act."

Article Four of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE FOUR

A. The aggregate number of shares that the Corporation shall have the authority to issue is twenty million (20,000,000) shares of common stock, par value one cent (\$0.01) per share, and one million (1,000,000) shares of preferred stock, par value one dollar (\$1.00) per share (the "Preferred Stock").

B. The board of directors of the Corporation (the "Board of Directors") is authorized, subject to limitations prescribed by Texas law and the provisions of this Article IV, to divide the Preferred Stock into classes and series and fix and determine the relative rights and preferences of the shares of any classes and series so established.

C. The authority of the Board of Directors with respect to each series shall include the determination of the following:

(a) The rate of dividend payable with respect to shares of such series and the dates, terms, and other conditions on which such dividends shall be payable.

(b) The nature of the dividend payable with respect to shares of such series as cumulative, noncumulative or partially cumulative.

(c) The price at and the terms and conditions on which shares may be redeemed.

(d) The amount payable upon shares in the event of involuntary liquidation.

(e) The amount payable upon shares in the event of voluntary liquidation.

(f) Sinking fund provisions for the redemption or purchase of shares.

(g) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

(h) Voting rights.

(i) Repurchase obligations of the Corporation with respect to the shares of each series, subject, however, to the limitations of Article 2.38 of the Texas Business Corporation Act, as amended.

Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such series of Preferred Stock may be made dependent upon facts ascertainable outside these Articles of Incorporation or of any amendment hereto, or outside the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors pursuant to authority expressly vested in it by these provisions, provided that such facts and the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such series of stock are clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors.

D. No holder of any shares of any class of stock of the Corporation, whether now or hereafter authorized, shall have the right, preemptive or otherwise, to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying any rights to subscribe to or acquire any such additional, unissued or treasury shares."

Article Six of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE SIX

The street address of the Corporation's registered office is 811 Dallas Avenue, Houston, Texas 77002 (c/o CT Corporation System), and the name of its registered agent at such address is CT Corporation System."

Article Seven is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE SEVEN

The number of directors of the Corporation shall be two; provided, however, that such number may be increased or decreased upon resolution of the Board of Directors in compliance with these Articles and the Corporation's Bylaws, and the names of the persons who are to serve as directors of the Corporation until their successors are elected and qualified are:

Billy F. Mitcham, Jr.
Paul C. Mitcham

The address of all of the directors named above is P.O. Box 1175, Huntsville, TX 77342."

Article Eight of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE EIGHT

Cumulative voting in the election of directors is expressly prohibited."

Article Nine of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE NINE

A director of the Corporation shall not be personally liable, or shall be liable only to the extent provided in the Articles of Incorporation to the Corporation or its shareholders or members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

(1) a breach of the director's duty of loyalty to the Corporation or its shareholders or members;

(2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(4) an act or omission for which the liability of a director is expressly provided by an applicable statute."

Article Ten of the Articles of Incorporation is hereby deleted and replaced to read in its entirety as follows:

"ARTICLE TEN

No contract or other transaction between the Corporation and one or more of its directors, officers or shareholders or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise of which one or more of the Corporation's directors, officers or shareholders are members, officers, shareholders, directors or employees or in which they are otherwise interested, directly or indirectly, shall be invalid solely because of such relationship, or solely because such a director, officer or shareholder is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes the contract or other transaction, or solely because his or their votes are counted for such purpose, if (a) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the Board of Directors or committee thereof, and such board or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors be less than a quorum, or (b) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the shareholders entitled to vote thereon, and the contract or other transaction is approved in good faith by vote of the shareholders, or (c) the contract or other transaction is fair as to the Corporation as of the time it is entered into."

Article Eleven is hereby added to the Articles of Incorporation to read in its entirety as follows:

"ARTICLE ELEVEN

Section 11.1 Indemnification. As permitted by Section G of Article 2.02-1 of the Texas Business Corporation Act (the "Indemnification Article"), the Corporation (a) makes mandatory the indemnification of directors permitted under Section B of the Indemnification Article as contemplated by Section G thereof, and (b) agrees to advance the reasonable expenses of a director upon such director's compliance with the requirements of Sections K and L of the Indemnification Article.

Section 11.2 Non-Exclusivity. The provisions of Section 11.1 shall not be deemed exclusive of any other rights to which any director of the Corporation may be entitled under any agreement, pursuant to a vote of the Board of Directors, any committee thereof or the shareholders, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.3 Limitation. No person shall be entitled to indemnification pursuant to this Article Eleven in relation to any matter as to which indemnification shall not be permitted by law.

Section 11.4 Defined Terms. Terms used herein that are defined in the indemnification Article shall have the respective meanings set forth in the Indemnification Article."

ARTICLE III

Each such amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Amended and Restated Articles of Incorporation and each such amendment made by the Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation on May 2, 1994.

ARTICLE IV

The number of shares of the Corporation outstanding was 10,000 (prior to the stock split referred to in Article V of these Amended and Restated Articles of Incorporation) and the number of shares entitled to vote on these Amended and Restated Articles of Incorporation as so amended was 10,000 (before the stock split referred to in Article V of these Amended and Restated Articles of Incorporation), the holders of all of which have signed a written consent to the adoption of these Amended and Restated Articles of Incorporation.

ARTICLE V

The amendment to Article Four reflects a 138-for-one stock split, pursuant to which there will be an exchange of issued shares, with each shareholder receiving 138 shares of common stock, par value \$0.01 per share, issued pursuant to these Amended and Restated Articles of Incorporation for each one share, par value \$0.10 per share, of common stock held by such shareholder before the riling of these Amended and Restated Articles of Incorporation.

ARTICLE VI

The amendment to Article Four effects a change in the amount of stated capital of the Corporation as a result of the reduction in the par value of the common stock and the increase in the number of outstanding shares of common stock caused by the stock split described in Article

V of these Amended and Restated Articles of Incorporation. The amendment of Article Four effects a change in the amount of stated capital of the Corporation from \$1,000 to \$13,800.

ARTICLE VII

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A", which accurately copy the entire text thereof and as amended above.

EXECUTED on May 2, 1994.

MITCHAM INDUSTRIES, INC.

By: /s/ BILLY F. MITCHAM, JR.

Billy F. Mitcham, Jr.
President

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MITCHAM INDUSTRIES, INC.

ARTICLE ONE

The name of the corporation is MITCHAM INDUSTRIES, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

A. The aggregate number of shares that the Corporation shall have the authority to issue is twenty million (20,000,000) shares of common stock, par value one cent (\$0.01) per share, and one million (1,000,000) shares of preferred stock, par value one dollar (\$1.00) per share (the "Preferred Stock").

B. The board of directors of the Corporation (the "Board of Directors") is authorized, subject to limitations prescribed by Texas law and the provisions of this Article IV, to divide the Preferred Stock into classes and series and fix and determine the relative rights and preferences of the shares of any classes and series so established.

C. The authority of the Board of Directors with respect to each series shall include the determination of the following:

- (a) The rate of dividend payable with respect to shares of such series and the dates, terms, and other conditions on which such dividends shall be payable.
- (b) The nature of the dividend payable with respect to shares of such series as cumulative, noncumulative or partially cumulative.
- (c) The price at and the terms and conditions on which shares may be redeemed.
- (d) The amount payable upon shares in the event of involuntary liquidation.
- (e) The amount payable upon shares in the event of voluntary liquidation.

(f) Sinking fund provisions for the redemption or purchase of shares.

(g) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

(h) Voting rights.

(i) Repurchase obligations of the Corporation with respect to the shares of each series, subject, however, to the limitations of Article 2.38 of the Texas Business Corporation Act, as amended.

Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such series of Preferred Stock may be made dependent upon facts ascertainable outside these Articles of Incorporation or of any amendment hereto, or outside the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors pursuant to authority expressly vested in it by these provisions, provided that such facts and the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such series of stock are clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors.

D. No holder of any shares of any class of stock of the Corporation, whether now or hereafter authorized, shall have the right, preemptive or otherwise, to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying any rights to subscribe to or acquire any such additional, unissued or treasury shares.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of the Corporation's registered office is 811 Dallas Avenue, Houston, Texas 77002 (c/o CT Corporation System), and the name of its registered agent at such address is CT Corporation System.

ARTICLE SEVEN

The number of directors of the Corporation shall be two; provided, however, that such number may be increased or decreased upon resolution of the Board of Directors in compliance with these Articles and the Corporation's Bylaws, and the names of the persons who are to serve as directors of the Corporation until their successors are elected and qualified are:

Billy F. Mitcham, Jr.
Paul C. Mitcham

The address of all of the directors named above is P.O. Box 1175 Huntsville, TX 77342.

ARTICLE EIGHT

Cumulative voting in the election of directors is expressly prohibited.

ARTICLE NINE

A director of the Corporation shall not be personally liable, or shall be liable only to the extent provided herein, to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

ARTICLE TEN

No contract or other transaction between the Corporation and one or more of its directors, officers or shareholders or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise of which one or more of the Corporation's directors, officers or shareholders are members, officers, shareholders, directors or employees or in which they are otherwise interested, directly or indirectly, shall be invalid solely because such relationship, or solely because such a director, officer or shareholder is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes the contract or other transaction, or solely because his or their votes are counted for such purposes, if (a) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the Board of Directors or committee thereof, and such board or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors be less than a quorum, or (b) the material facts as to his relationship or interest and as to the contract or to the transaction are known or disclosed to the shareholders entitled to vote thereon, and the contract or other transaction is approved in good faith by vote of the shareholders, or (c) the contract or other transaction is fair as to the Corporation as of the time it is entered into.

ARTICLE ELEVEN

Section 11.1 Indemnification. As permitted by Section G of Article 2.02-1 of the Texas Business Corporation Act (the "Indemnification Article"), the corporation (a) makes mandatory the indemnification of directors permitted under Section B of the indemnification Article as contemplated by Section G thereof, and (b) agrees to advance the reasonable expenses of a director upon such

director's compliance with the requirements of Sections K and L of the Indemnification Article.

Section 11.2 Non-Exclusivity. The provisions of Section 11.1 shall not be deemed exclusive of any other rights to which any director of the Corporation may be entitled under any agreement, pursuant to a vote of the Board of Directors, any committee thereof or the shareholders, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.3 Limitation. No person shall be entitled to indemnification pursuant to this Article Eleven in relation to any matter as to which indemnification shall not be permitted by law.

Section 11.4 Defined Terms. Terms used herein that are defined in the Indemnification Article shall have the respective meanings set forth in the Indemnification Article.

AMENDED AND RESTATED BYLAWS OF

MITCHAM INDUSTRIES, INC.

OCTOBER 20, 1994

ARTICLE I
OFFICES AND AGENT

The Corporation may have such offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Texas Business Corporation Act to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, as designated by the Board of Directors. The address of the registered office or the identity of the registered agent may be changed from time to time by the Board of Directors.

The address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such address are set out in the Articles of Incorporation of the Corporation.

ARTICLE II
SHAREHOLDERS

SECTION 1. ANNUAL MEETING. The annual meeting of the shareholders shall be held on such date in each year and at such time and place as may be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting of the shareholders or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 10% of the outstanding shares of the Corporation entitled to vote at the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual or special meeting called by the Board of Directors. If no designation is made, or if a special meeting be called otherwise than by the Board of Directors, the place of meeting shall be the registered office of the Corporation in the State of Texas.

SECTION 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting and, in 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 the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. Attendance by a shareholder, whether in person or by proxy, at a shareholder's meeting shall constitute a waiver of notice of such meeting of which he has had no notice.

SECTION 5. CLOSING OF TRANSFER BOOKS AND FIXING OF RECORD DATE. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any distribution, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period not to exceed 60 days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may, by resolution, fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than 60 days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, regarding such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a distribution, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

SECTION 6. FIXING RECORD DATES FOR CONSENTS TO ACTION. Unless a record date shall have previously been fixed or determined pursuant to Section 5 of this Article II, whenever action by shareholders is proposed to be taken by consent in writing without a meeting of shareholders, the Board of Directors may fix a record date for the purpose of determining shareholders entitled to consent to that action, which record date shall not precede, and shall not be more than ten days after, the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors and the prior action of the Board of Directors is not required by the Texas Business Corporation the record date for determining shareholders entitled to consent to action in writing without a meeting 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, its principal place of business, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of shareholders are recorded. Delivery shall be by hand or by certified or registered mail, return receipt requested. Delivery to the Corporation's principal

place of business shall be addressed to the President or the principal executive officer of the Corporation. If no record date shall have been fixed by the Board of Directors and prior action of the Board of Directors is required by the Texas Business Corporation Act, the record date for determining shareholders entitled to consent to action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts a resolution taking such prior action.

SECTION 7. VOTING LISTS. The officer or agent having charge of the stock transfer books of the Corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and opened at the time and place of the meeting and shall be subject to the inspection by any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

SECTION 8. QUORUM. A majority of the outstanding shares of the Corporation entitled to vote, and represented in person or by proxy, shall constitute a quorum at a meeting of shareholders unless otherwise provided in the Articles of Incorporation of the Corporation. If less than a quorum is represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjournment meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 9. PROXIES. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. A telegram, telex, cablegram or similar transmission by the shareholder or his duly authorized attorney in fact, or a photographic, photostatic, facsimile or similar reproduction of a writing executed by the shareholder or his duly authorized attorney in fact shall be treated as an execution in writing for purposes of this section. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable before it has been voted unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest, including the appointment as proxy of (a) a pledgee, (b) a person who purchased or agreed to purchase, or owns or holds an option to purchase, the shares, (c) a creditor of the corporation who extends its credit under terms requiring the appointment, (d) an employee of the corporation whose employment contract requires the appointment, or (e) a party to a voting agreement created under the Texas Business Corporation Act. A revocable proxy shall be deemed to have been revoked if the Secretary of the Corporation shall have received at or before the meeting instructions of revocation or a proxy bearing a later date, which instructions or proxy shall have been duly executed and dated in writing by the shareholder.

SECTION 10. VOTING OF SHARES. Except as otherwise provided by the Texas Business Corporation Act, and unless otherwise expressly provided in the Articles of Incorporation of the Corporation or in any resolution of the board of directors adopted with regard to a class or series of preferred stock authorized by the Articles of Incorporation of the Corporation, each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

SECTION 11. ACTIONS WITHOUT A MEETING. Any action required or permitted by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, 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 holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were presented and voted. Such writing, which may be in counterparts, shall be manually executed if practicable; provided, however, that if circumstances so require, effect shall be given to written consent transmitted by telegraph, telex, telecopy or similar means of visual data transmission.

Every written consent shall bear the date of signature of each shareholder who signs the consent. No written consent shall be effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Section 11, a consent or consents signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of shareholders are recorded. Delivery shall be by hand or by certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

SECTION 12. TELEPHONE MEETINGS. Subject to the provisions required by the Texas Business Corporation Act for notice of meetings, meetings of the shareholders of the Corporation may be conducted by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWER. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by its Board of Directors except as the Board of Directors shall delegate the power to so manage to the Executive Committee or other committee.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of initial directors comprising the Board of Directors shall be as set forth in the Articles of Incorporation. Upon resolution of the Board of Directors the number of directors may be increased or decreased, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall office until the next annual meeting of the shareholders, unless earlier removed, and until his successor shall have been elected and qualified. A director need not be a resident of the State of Texas or a shareholder of the Corporation.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Texas for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the elected and acting directors from time to time. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meeting called by them.

SECTION 5. NOTICE. Written notice of any special meeting shall be delivered personally to each director or by mail or telegram, telex, telecopy or similar means of visual data transmission to each director at his business address, in all cases at least one day prior to such meeting. If mailed, such notice shall be deemed to be delivered two days after such notice has been deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, telex, telecopy or similar means of visual data transmission, such notice shall be deemed to be delivered when transmitted for delivery to the recipient at such address. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because that meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of directors fixed in accordance with Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING.

(a) ACTIONS AT A MEETING. Except as provided in Paragraph (b) of this Section 7, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) ACTIONS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors, Executive Committee or other committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting. Such writing, which may be in counterparts, shall be manually executed if practicable; provided, however, that if circumstances so require, effect shall be given to written consent transmitted by telegraph, telex, telecopy, or similar means of visual data transmission.

(c) TELEPHONE MEETINGS. Subject to the provisions required by the Texas Business Corporation Act for notice of meetings, meetings of the Board of Directors of the Corporation or any committee may be conducted by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of (a) the holders of a majority of the outstanding shares entitled to vote thereon at an annual or special meeting of shareholders called for that purpose, or (b) a majority of the remaining directors though less than a quorum of the Board of Directors. A person elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

A vacancy shall be deemed to exist by reason of the death or resignation of the person elected, or upon the failure of shareholders to elect directors to fill the unexpired term of directors removed in accordance with the provisions of Section 9 of this Article III.

A directorship to be filled by reason of an increase in the number of directors may be filled by (a) the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon at an annual or special meeting of shareholders called for that purpose or (b) the board of directors for a term of office continuing only until the next election of one or more directors by the shareholders; provided, that the board of directors may not fill more than two such directorships during the period between any two successive annual meetings of shareholders.

SECTION 9. REMOVAL. At any meeting of shareholders called expressly for the purpose of removal, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. Removal of directors with or without cause may also be accomplished by unanimous written consent of the shareholders without a meeting. In case the entire board or any one or more of the directors are so removed, new directors may be elected at the same meeting, or by the same written consent, for the unexpired term of the director or directors so removed. Failure to elect directors to fill the unexpired term of the directors so removed shall be deemed to create a vacancy or vacancies in the Board of Directors.

SECTION 10. COMPENSATION. By resolution of the Board of Directors, the 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 each 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.

SECTION 11. PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors in which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. EXECUTIVE AND OTHER COMMITTEES. There may be established an Executive Committee, and one or more other committees, composed of one or more directors designated by resolution adopted by a majority of the full number of directors of the Board of Directors as fixed in accordance with Section 2 of this Article III. The Executive Committee or such other committees may meet at stated times, or on notice to all members by any one member. Vacancies in the membership of the Executive Committee or such other committees shall be filled by a majority vote of the full number of directors on the Board of Directors at a regular meeting or at a special meeting called for that purpose. During the intervals between meetings of the Board, the Executive Committee, if it shall have been established, may advise and aid the officers of the Corporation in all matters concerning its interest and the management of its business, and shall generally perform such duties and exercise such powers as may be directed to delegated by the Board of Directors from time to time. The Board of Directors may delegate to the Executive Committee or such other committees the authority to exercise all the powers of the Board of Directors, except the power to declare dividends or to authorize the issuance of shares of the Corporation, and where action of the full Board of Directors is required by the Texas Business Corporation Act. The designation of and delegation of power to the Executive Committee shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed upon it or him by law.

ARTICLE IV OFFICERS

SECTION 1. PRINCIPAL OFFICERS. The officers of the Corporation shall be a Chairman of the Board of Directors, a President and a Secretary, each of whom shall be elected by the Board of Directors. One or more Vice-Presidents, a Treasurer, and such other officers and assistant officers as may be deemed to be necessary may be elected or appointed by the Board of Directors and will have such responsibilities and duties as the Board of Directors shall determine. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the shareholders. If the election shall not be held at such meeting such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be an executive officer of the Corporation and, if he is a director of the Corporation, shall preside over all meetings of the Board of Directors at which he is present. The Chairman of the Board shall supervise the implementation of the policies adopted or approved by the Board of Directors and shall have and exercise such other powers and shall perform such other duties as may from time to time be conferred upon or assigned to him by the Board of Directors.

SECTION 6. PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the Corporation. He shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. THE VICE PRESIDENTS. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or should there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation then in the order of their election) shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 8. THE SECRETARY. The Secretary shall: (a) keep the minutes of the shareholders' and the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Restated Bylaws, or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents as may be necessary or appropriate; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary of such shareholder; (e) have general charge of the stock transfer books of the Corporation; and (f) in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be designated to him by the President or the Board of Directors.

SECTION 9. THE TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum, and with such surety or sureties, as the Board of Directors shall determine. He shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (b) in general perform all of the

duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries when authorized by the Board of Directors may sign with the President, or a Vice President, certificates for shares of the Corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

SECTION 11. SALARIES. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE V CERTIFICATES FOR SHARES, TRANSFER AND REPLACEMENT

SECTION 1. CERTIFICATES FOR SHARES. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President, and by the Secretary or an Assistant Secretary. If such certificates are signed or countersigned by a transfer agent or registrar, other than the Corporation, such signature of the President or a Vice President and Secretary or Assistant Secretary, and the seal of the Corporation, or any of them, may be executed in facsimile, engraved or printed. If any officer who has signed or whose facsimile signature has been placed on any certificate shall have ceased to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if the officer has not ceased to be such at the date of issue. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, stolen or destroyed certified a new one may be issued therefor provided in Section 3 of this Article V.

SECTION 2. TRANSFER OF SHARES. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation upon surrender for cancellation of the certificate for such shares together with a request to transfer and such other documents and opinion as counsel to the Corporation may require. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

SECTION 3. LOST, STOLEN OR DESTROYED CERTIFICATES. The Corporation shall issue a new certificate in place of any certificate for shares previously issued if the registered owner of

the certificate: (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of an adverse claim; (c) gives a bond in such form, and with such surety or sureties, with fixed or open penalty, as the Corporation may direct, or indemnifies the Corporation (and its transfer agent and registrar, if any) against any claim that may be made on account of the alleged loss, destruction or theft of the certificates; and (d) satisfies any other reasonable requirements imposed by the Corporation. When a certificate has been lost, apparently destroyed or wrongfully taken, and the holder of record fails to notify the Corporation within a reasonable time after he has notice of it, and the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the holder of record is precluded from making any claim against the Corporation for the transfer or for a new certificate.

ARTICLE VI
FISCAL YEAR

The Board of Directors shall, by resolution, fix the fiscal year of the Corporation.

ARTICLE VII
DISTRIBUTIONS

The Board of Directors may from time to time make distributions in the manner provided by law.

ARTICLE VIII
SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the five-pointed Texas star.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Restated Bylaws, the Articles of Corporation or the Texas Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
PROCEDURE

Meetings of the shareholders and of the Board of Directors shall be conducted in accordance with the procedure as contained in Robert's Rules of Order, to the extent applicable.

ARTICLE XI
PARTICIPATION OF DIRECTORS AND OFFICERS IN RELATED BUSINESS

Unless otherwise provided by contract, officers and directors of this Corporation may hold positions as officers and directors of other corporations, in related businesses, and their efforts to advance the interest of those corporations will not create a breach of fiduciary duty to this Corporation in the absence of bad faith.

ARTICLE XII
AMENDMENTS

The Board of Directors shall have the exclusive power to alter, amend or repeal these Restated Bylaws or adopt new Bylaws, subject to amendment, repeal or adoption of new Bylaws by action of the shareholders and unless the shareholders in amending, repealing or adopting a new Bylaw expressly provide that the Board of Directors may not amend or repeal that Bylaw. The Board of Directors may exercise this power at any regular or special meeting at which a quorum is present by the affirmative vote of a majority of the Directors present at the meeting and without any notice of the action taken with respect to the Bylaws having been contained in the notice of waiver of notice of such meeting.

August 8, 2001

Mitcham Industries, Inc.
44000 Highway 75 South
Huntsville, Texas 77340

Gentlemen:

We have represented Mitcham Industries, Inc., a Texas corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on or about August 8, 2001, relating to the registration of 350,000 shares of its common stock, par value \$0.01 per share ("Common Stock"), that may be issued under the Company's 1998 Stock Awards Plan (the "1998 Plan") and 1,000,000 shares of its Common Stock that may be issued under the Company's 2000 Stock Option Plan (the "2000 Plan") (the 1998 Plan and the 2000 Plan collectively called the "Plans" and the 1,350,000 shares of Common Stock that may be issued under such Plans, collectively called the "Registered Securities").

In connection therewith, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following documents and instruments:

1. The Articles of Incorporation of the Company, as amended and restated to date;
2. The Bylaws of the Company, as amended and restated to date;
3. The Registration Statement;
4. The Plans;
5. Minutes and records of the Company with respect to the adoption of the Plans and the filing of the Registration Statement; and
6. Such other instruments and documents as we have deemed necessary for the purpose of rendering the following opinion.

In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all documents submitted to us as certified or photostatic copies thereof. We have further assumed that prices paid for shares of Common Stock will equal or exceed the par value per share of the Common Stock. As to various questions of fact material to our opinion, we have, when the relevant facts were not independently established and to the extent we have deemed such reliance reasonably appropriate, relied upon certificates of public officials and certificates and/or factual representations of officers of the Company, without independent check or verification of their accuracy.

Based solely upon the foregoing, subject to the qualifications hereinafter stated, it is our opinion that the Registered Securities covered by the Registration Statement, which may be issued from time to time under the Plans, have been duly authorized for issuance by the

Company, and, when so issued and delivered in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ JACKSON WALKER L.L.P.

Jackson Walker L.L.P.

CONSENT OF INDEPENDENT AUDITORS

We consent to incorporation by reference in the registration statement on Form S-8 of Mitcham Industries, Inc. of our report dated March 29, 2001, which report appears in the January 31, 2001 annual report on Form 10-K of Mitcham Industries, Inc.

/s/ HEIN + ASSOCIATES LLP

HEIN + ASSOCIATES LLP
Certified Public Accountants
Houston, Texas
August 8, 2001