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June 21, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/30/00--01052--011
*****78.75 *****78.75

RE: Articles of Incorporation for Apex Drilling Company, Inc..

EFFECTIVE DATE

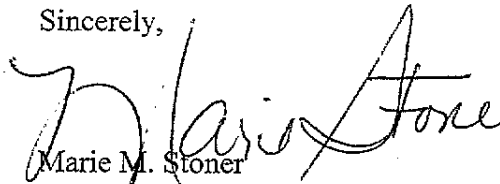
6-28-00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Apex Drilling Company, Inc., for filing with your office. Also enclosed is our firm check in the amount of \$78.75 representing filing fee and one certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Marie M. Stoner
Legal Assistant to
ROBERT N. HEATH, JR.

FILED
00 JUN 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CA
755-00
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ARTICLES OF INCORPORATION
OF
APEX DRILLING COMPANY, INC.

EFFECTIVE DATE
6-29-00

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is APEX DRILLING COMPANY, INC., and the address of the corporation is 10210 North Palafox Street, Pensacola, FL 32534.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, all of one class and series.

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JUN 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of this corporation's initial registered agent is Robert N. Heath, Jr., 4300 Bayou Boulevard, Pensacola, FL 32503.

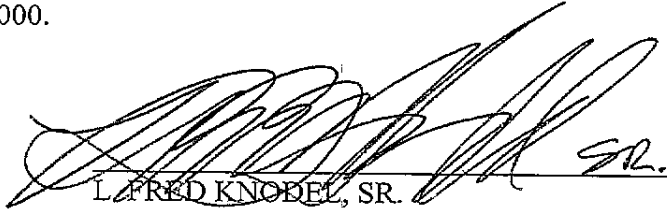
ARTICLE VII - INITIAL BOARD OF DIRECTORS

The directors of the corporation shall be elected or appointed as set forth in the Bylaws of the corporation. The number of directors constituting the initial board of directors is one, L. Fred Knodel, Sr., 10210 North Palafox Street, Pensacola, FL 32534.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is L. Fred Knodel, Sr., 10210 North Palafox Street, Pensacola, FL 32534.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of June, 2000.

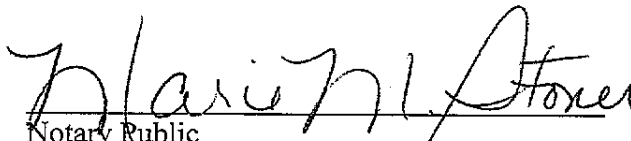

L. FRED KNODEL, SR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared L. Fred Knodel, Sr., to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 21st day of June, 2000.


Notary Public
My Commission Expires:

MARIE M. STONER
Notary Public-State of FL
Comm. Exp: Aug. 1, 2002
Comm. No: CC 758654

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Robert N. Heath, Jr., hereby accept the appointment as registered agent for APEX DRILLING COMPANY, INC., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28th day of June, 2000.



ROBERT N. HEATH, JR.

FILED
00 JUN 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA