

1201 HAYS STREET
JACKSONVILLE, FL 32202-3607
01-422-0000
01-422-0111 FAX

800-344-5566

096000055617



PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 005981 80492A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : July 1, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 005981

CUSTOMER NO: 80492A

CUSTOMER: Richard K. Jones, esq
MOSELEY WARREN PRICHARD &
PARRISH, P.A.
501 West Bay Street

Jacksonville, FL 32202

DOMESTIC FILING

NAME: WALLIS DRILLING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

cg
7/1/96

96 JUL -1 PM 3:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

07210296-01002-002
****122.50 ****122.50

RECEIVED
DIVISION OF CORPORATIONS

96 JUL -1 PM 11:25

RECEIVED

ARTICLES OF INCORPORATION
OF
WALLIS DRILLING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 PM 3:30

The undersigned, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME The name and mailing address of this corporation is:

WALLIS DRILLING, INC.
501 West Bay Street
Jacksonville, Florida 32202

ARTICLE II

TERM OF EXISTENCE - This corporation is to have perpetual existence. The time of the commencement of the corporate existence will be July 1, 1996.

ARTICLE III

GENERAL PURPOSE OF CORPORATION - The general purpose of the corporation and the nature of the businesses to be transacted by this corporation are as follows:

(1) To engage in every aspect and phase of drilling services of various types and methods, water sampling, consulting and other services related to the conduct of such business.

(2) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a

banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

(3) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

(5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(7) To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in

connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto, or in substitute thereof.

ARTICLE IV

CAPITAL STOCK - The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of \$1.00. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Directors.

ARTICLE V

ADDRESS AND AGENT - The street address of the initial registered office of the corporation is 501 West Bay Street, Jacksonville, Florida 32202. The name and address of the initial registered agent of this corporation is Richard K. Jones, 501 West Bay Street, Jacksonville, Florida 32202.

ARTICLE VI

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. The initial Board of Directors shall consist of one (1) Directors, and the name and address of the person who is to serve as such initial Director is as follows:

Jamie M. Wallis
54 Beaconsfield Avenue
Midvale, Western Australia 6056

ARTICLE VII

INCORPORATORS - The name and address of the incorporator of this corporation is as follows:

Richard K. Jones
501 West Bay Street
Jacksonville, Florida 32202

ARTICLE VIII

STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986, as amended, and the Directors, Officers and Stockholders of the corporation are authorized to adopt such a plan.

ARTICLE IX

AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of

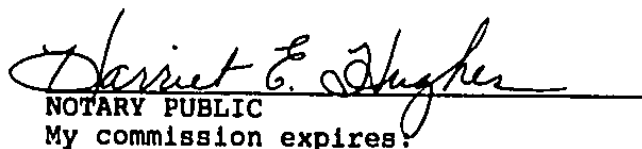
the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Florida, for the uses and purposes aforesaid, this 27th day of June, 1996.

 (SEAL)
Richard K. Jones

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Richard K. Jones on this 27th day of June, 1996, and signed the above and foregoing in my presence for the purposes therein set forth.


NOTARY PUBLIC
My commission expires:



HARRIET E. HUGHES
MY COMMISSION # CC321185 EXPIRES
November 11, 1997
BONDED TRULY TRUST FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

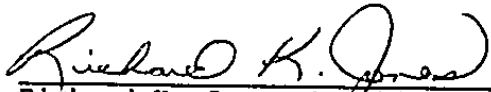
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 PM 3:30

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That WALLIS DRILLING, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Richard K. Jones, 501 West Bay Street, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Richard K. Jones (Resident Agent)

P96000055617



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444981 80492A

AUTHORIZATION :

COST LIMIT : \$ PPD

Patricia Pizich

ORDER DATE : June 27, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 444981-005

CUSTOMER NO: 80492A

CUSTOMER: Richard K. Jones, esq
Moseley Warren Prichard &
501 West Bay Street

700002224927--3
-06/27/97--01053--034
*****35.00 *****35.00

Jacksonville, FL 32202

DOMESTIC FILINGS

EFFECTIVE DATE
6/30/97

NAME: WALLIS DRILLING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 PM 2:24

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

D.I.S.S.

SP

6/30/97

RECEIVED
97 JUN 27 PM 2:14
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is WALLIS DRILLING, INC.
2. The name and address of its officer is:

Jamie M. Wallis
54 Beaconsfield Avenue
Midvale, Western Australia 6056

EFFECTIVE DATE
6/30/97

FILED STATE
SECRETARY OF CORPORATIONS
97 JUN 27 PM 2:24

3. The name and address of its director is:
Jamie M. Wallis
54 Beaconsfield Avenue
Midvale, Western Australia 6056
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All remaining property and assets of the corporation have been distributed to its sole shareholder in accordance with its respective rights and interest, except for such assets as are needed to discharge the remaining obligations of the corporation.
6. There are no actions pending against the corporation in any Court
7. A statement of intent to dissolve the corporation by its sole shareholder is attached hereto as Exhibit A.
8. The corporation shall be dissolved effective June 30, 1997.

DATED : June 24th, 1997.

WALLIS DRILLING, INC.


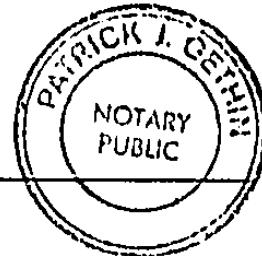
By :

Jamie M. Wallis
Jamie M. Wallis, its President

COMMONWEALTH OF AUSTRALIA
STATE OF WESTERN AUSTRALIA

On this 2/11 day of June, One Thousand Nine Hundred and Ninety-Seven, before me PATRICK JOSEPH GETHIN of 42 Victoria Street Midland in the State of Western Australia, in the Commonwealth of Australia, Notary Public, duly admitted and sworn, personally appeared JAMIE MALCOLM WALLIS, to me known, being by me duly sworn, did depose and say that his business address is at 54 Beaconsfield Avenue, Midvale, Western Australia, that he is the President of WALLIS DRILLING, IN, the company which executed the foregoing Articles of Dissolution: that he knows the Seal of the said Company; that the Seal affixed to the said Articles of Dissolution is the Common Seal of the said Company; that it was so affixed by order of the Board of Directors of the said Company and that he signed his name thereto by like order as President of the said Company; and acknowledged that the said Company executed the said Articles of Dissolution by its said President as its free and voluntary act, for the uses and purposes therein set forth. I further certify that the said Seal was affixed and the said signature thereon was subscribed in my presence on the aforesaid date and that the said signature "Jamie M. Wallis" is known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Seal of Office at 42 Victoria Street Midland Western Australia, aforesaid the day and year first above written.

My commission expires with life.

PATRICK JOSEPH GETHIN
42 VICTORIA STREET,
MIDLAND 6056
WESTERN AUSTRALIA
AUSTRALIA
NOTARY PUBLIC

EXHIBIT A

CONSENT OF SHAREHOLDER FOR VOLUNTARY DISSOLUTION
OF WALLIS DRILLING, INC.

The undersigned, as the directors of Wallis Offshore Services Pty Ltd, being the sole shareholder of WALLIS DRILLING, INC., a Florida corporation, in accordance with §607.1402, Florida Statutes, does hereby consent to the voluntary dissolution of Wallis Drilling, Inc. To be effective June 30, 1997.

DATED: June 24th, 1997.

WALLIS OFFSHORE SERVICES PTY.LTD.



By: Jamie M. Wallis
Jamie M. Wallis, its director

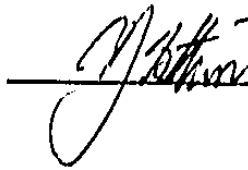
Graeme Wallis
Graeme Wallis, its director

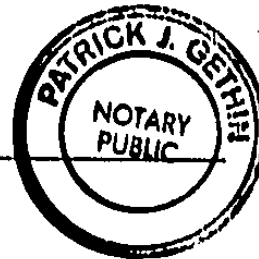
Sole Shareholders of Wallis Drilling, Inc.

COMMONWEALTH OF AUSTRALIA
STATE OF WESTERN AUSTRALIA

On this 24th day of June, One Thousand Nine Hundred and Ninety-Seven, before me BRUCE JOSEPH GETHIN PUBLIC OF 42 VICTORIA STREET, MIDVALE in the State of Western Australia, Notary Public, duly admitted and sworn, personally appeared JAMIE MALCOLM WALLIS and GRAEME WALLIS, to me known, being by me duly sworn, did depose and say that their business addresses are at 54 Beaconsfield Avenue, Midvale, Western Australia; that they are Directors of WALLIS OFFSHORE SERVICES PTY LTD, the company which is the sole shareholder of Wallis Drilling, Inc. and which executed the foregoing Consent of Shareholder for Voluntary Dissolution of Wallis Drilling, Inc.; that they know the Seal of the said Company; that the Seal affixed to the said Consent of Shareholder for Voluntary Dissolution of Wallis Drilling, Inc. is the Common Seal of the said Company; that it was so affixed by order of the Board of Directors of the said Company and that they signed their names thereto by like order as Directors of the said Company; and acknowledged that the said Company executed the said Consent of Shareholder for Voluntary Dissolution of Wallis Drilling, Inc. as its free and voluntary act, for the uses and purposes therein set forth. I further certify that the said Seal was affixed and the said signatures thereon were subscribed in my presence on the aforesaid date and that the said signatures "Jamie M. Wallis and Graeme Wallis" are known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Seal of Office
at 42 VICTORIA STREET MIDLAND WESTERN, aforesaid the day and year first above written.
AUSTRALIA





My commission expires with life.

**PATRICK JOSEPH GETHIN
42 VICTORIA STREET,
MIDLAND 6056
WESTERN AUSTRALIA
AUSTRALIA
NOTARY PUBLIC**