

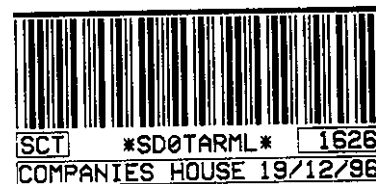
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KCA EUROPE LIMITED



1. The name of the Company is "KCA EUROPE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on the business of purchasing agents, managers, operators, operators agents, contractors, contractors agents, advisers, brokers, hirers and procurers of all equipment services and personnel required for or in connection with the business of exploring and drilling in any and all ways for petroleum, natural gas and related hydrocarbons or any of them.
 - (B) To carry on the business of drilling in any and all ways for petroleum, natural gas and related hydrocarbons or any of them and in connection therewith to acquire by purchase, lease, assignment, participation arrangements, concession, joint venture or otherwise howsoever, either as agent or as principal, oil, natural gas or related hydrocarbons, permits, leases, rights and concessions of all kinds.
 - (C) To carry on the business of exploring in any and all ways for petroleum, natural gas and related hydrocarbons or any of them and in connection therewith to acquire by purchase, lease, assignment, participation arrangements, concessions, joint venture or otherwise howsoever, whether as agent or principal, oil, natural gas or related hydrocarbon permits, leases, rights and concessions of all kinds.

¹ Incorporated as Westburne International Services Limited on 9th December 1974
Name changed to Westburne Drilling Limited on 14 June 1985
Name changed to Nabors Drilling (UK) Limited on 25 April 1989
Name changed to Loffland Nabors UK Limited on 22 May 1990
Name changed to Nabors Europe Limited on 27 July 1990
Name changed to KCA Europe Limited on 13 November 1996

- (D) To carry on the business, whether as agent or principal, of producing, refining, processing or marketing of petroleum, petroleum products or natural gas.
- (E) To carry on the business, whether as agent or principal, of operating pipelines and transmission systems for the transmission of oil and natural gas or any of them.
- (F) To carry on the business, whether as agent or principal, of charterers and hirers of drilling units, drilling rigs, ships, vessels, support vessels, aircraft of all description, ship, air and insurance brokers.
- (G) To acquire by purchase or otherwise or to build, fit out, construct or to order or to procure to be built, fitted out and constructed or to acquire shares or other interest in, either for itself or for others, drilling units, rigs, ships and aircraft of all descriptions, with all necessary or convenient engines, tackle, equipment, furniture and stores and also to buy or otherwise acquire mortgage or charges on ships, aircraft and other craft or vehicles, or any shares therein.
- (H) To or to contract others to maintain, repair, improve, convert, alter, fit and refit, provide with engines, tackle, equipment, furniture and stores drilling units, rigs, ships, aircraft or vehicles whether owned by the Company or otherwise as agent for the owner, hirer, charterer or controller.
- (I) To employ or to arrange employment for managers, accountants, agents, drilling and shipping personnel, pilots, drivers, masters, firemen and other servants and persons in and about and for any of the work or business of the Company, its principals, contractors, employers or associates.
- (J) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in the Company or any other company, whether fully paid or otherwise.
- (K) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (L) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company carrying on business within the objects of the Company.
- (M) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property

or rights.

- (N) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (O) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (P) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital.
- ² (Q) To promote the interests of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being (1) the Company's holding company or (2) a subsidiary of the Company or (3) a subsidiary of the Company's holding company or (4) otherwise associated with the Company in business by reason of common shareholdings or in any manner whatever and, in particular, by paying or discharging the liabilities or borrowings of any such person, firm or company or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge (of all or any part of the property and undertaking present and future and uncalled capital of the Company or otherwise) for any such indemnity or guarantee or for the payment of money or performance of obligations by any such person, firm or company as aforesaid either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid to the extent that the promotion of the interests of any such person, firm or company as aforesaid shall be an object and not a power of the Company.
- (R) To grant indemnities of every description and to undertake obligations of every description.
- (S) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (T) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (U) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (V) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (W) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Y) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of the Company or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of the Company or any such other company as aforesaid or by partnership, or any arrangement in the nature of partnership, or in any other manner.
- (Z) To procure the Company to be registered or recognised in any country or place abroad.
- (AA) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (BB) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (CC) To grant pensions, allowances, gratuities and bonuses to and to make payments for or towards insurance on the life or lives of Directors (including, but not by way of limitation, non-executive Directors) ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business, or the dependants or connection of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, society or club, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or such persons as aforesaid, or may be connected with any town or place where the Company carries on

business, to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons as aforesaid, and to join, participate in and to subscribe or assist any association of employers or employees or any trade association.

(DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall except when otherwise expressed in such sub-clause, be in nowise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.
- ³5. The Share Capital of the Company is £200 divided into 200 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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Incorporated with £100 divided into 100 Ordinary shares of £1 each.
Increased to £200 divided in 200 Ordinary Shares of £1 each by Ordinary Resolution passed on 22 August 1990