

Company No. 5772214

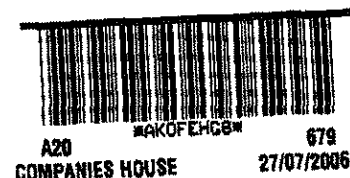
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ENSCO 503 LIMITED
(the "Company")



Passed on the 14 day of July 2006

In accordance with section 381A of the Companies Act 1985 (the "Act"), HBJGW Incorporations Limited, being the sole member of the Company who, at the date of these written resolutions is entitled to attend and vote at general meetings of the Company, hereby unanimously approves the following resolutions as if they had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

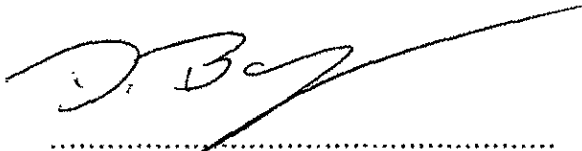
1. That the existing authorised and issued one ordinary share of £1 in the capital of the Company registered in the name of HBJGW Incorporations Limited be subdivided and reclassified into 1,000 ordinary shares of £0.001 each.
2. That the existing authorised but as yet unissued 99 ordinary shares of £1 are each divided into 99,000 ordinary shares of £0.001 each;
3. That the authorised share capital of the Company be increased from £100 to £243,718.163 by the creation of:
 - 3.1 100,000,000 A ordinary shares of £0.001 each; and
 - 3.2 143,618,163 ordinary shares of £0.001 each,each having the rights and being subject to the restrictions contained in the Articles proposed to be adopted and which are annexed hereto.
4. That the directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £243,718.163 provided that:-
 - 4.1 such authority shall expire on the day preceeding the fifth anniversary of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred had not expired: and
 - 4.2 such authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 which existing authority is accordingly revoked.
5. That the regulations annexed hereto and signed by the chairman for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.

6. amending the memorandum of association of the Company by including the following objects:

"3.1 To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stock, shares, debentures, bonds, obligations securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and businesses of every description;

3.2 To co-ordinate the policy and administration of any subsidiary companies of which this Company is a member or which are in any manner controlled by the Company.;"

Signed by, or by its duly authorised representatives on behalf of, the sole member of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above.



For and on behalf of HBJGW Incorporations Limited