

**THE COMPANIES LAW (2001 SECOND REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NOBLE CORPORATION**

1 The name of the Company is **Noble Corporation**.

2 The registered office of the Company shall be at the offices of M&C Corporate Services Limited, Uglan House, P.O. Box 309 GT, George Town, Grand Cayman, Cayman Islands, or at such other place as the Directors may from time to time decide.

3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2001 Second Revision) or as revised, or any other law of the Cayman Islands.

4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.

5 The share capital of the Company is US\$55,000,000 divided into 400,000,000 Ordinary Shares of a par value of US\$0.10 each and 15,000,000 Preferred Shares of a par value of US\$1.00 each.

6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

7 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

WE, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum of Association, and we agree to take the number of shares shown opposite our name.

DATED this 12th day of February 2002.

**Signature, Address and
Description of Subscriber**

**Number of Shares
Taken**

Noble Drilling Corporation
13135 South Dairy Ashford, Suite 800
Sugar Land, Texas 77478
U.S.A.

One

acting by M&C Corporate Services Limited,
its attorney-in-fact, acting by:

/s/ GARETH GRIFFITHS

Gareth Griffiths

/s/ MELANIE JONES

Melanie Jones

/s/ FAITH J. ANDREJAK-ZAMORA

Faith J. Andrejak-Zamora

Witness to the above signatures

I, CINDY Y. JEFFERSON-BULGIN Dep., Registrar of Companies in and for the Cayman Islands, DO HEREBY CERTIFY that this is a true and correct copy of the Memorandum of Association of this Company duly incorporated on the 12th day of February 2002.

/S/ CINDY Y. JEFFERSON-BULGIN
REGISTRAR OF COMPANIES