Company No. 2667809

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WIGGLE LIMITED
(the "Company")

Passed on the 14 day of July 2006

In accordance with section 381A of the Companies Act 1985 (the "**Act**"), Mitchell Dall, Harvey Jones, Christine Dall and Andrea Stokes, being all the members of the Company who, at the date of this written resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously approve the following resolution as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. **THAT,** notwithstanding that:

the proposed entry into by the Company of:

1.1 a working capital facility letter between HSBC Bank Plc ("Bank") (1) Ensco 503 Limited ("Purchaser") (2) and the Company (3) pursuant to which the Bank would make available to the Company and the Purchaser a working capital facility in the principal amount of £250,000;

1.2 a composite guarantee ("Guarantee") to be entered into by the Company in favour of the Bank. It was noted that, pursuant to the Guarantee, the Company was to guarantee to the Bank the due and prompt payment of all monies now or at any time due, owing or incurred to the Bank by the Purchaser;

1.3 a debenture ("Debenture") to be entered into by the Company in favour of the Bank. It was noted that, pursuant to the Debenture, the Company was to create a fixed and floating charge over all of its assets and undertaking in favour of the Bank as security for all monies now or at any time due, owing or incurred to the Bank by the Company. It was noted that these liabilities included liabilities arising pursuant to the Guarantee;

1.4 a debenture pursuant to which the company would create fixed and floating charges over all of its undertaking and assets in favour of ISIS EP LLP as security trustee for ISIS Equity Partners III L.P.; ISIS Equity Partners III GMBH & Co. Beteiligungs KG and FIS Nominee Limited ("Noteholders");

1.5 a guarantee pursuant to which the Company would guarantee the obligations of the Purchaser to the Noteholders pursuant to the terms of a loan stock instrument creating £7,165,272 9% fixed rate secured loan stock 2013 ("Loan Stock");

1.6 an intercreditor agreement ("Intercreditor") to be entered into by the Bank (1) ISIS EP LLP (2) the Purchaser (3) and Mitchell Dall and Harvey Jones (4) pursuant to which the Company would undertake inter alia, to make payment to the Bank in priority to payments owed to certain other creditors; and

1.7 an intragroup loan agreement between the Company and the Purchaser pursuant to which the Company may lend to the Purchaser sums, limited to £25,000,000, to satisfy the obligations of the Purchaser to the Bank and the holders of loan notes issued by the Purchaser.

(the above documents, together the **"Documents"** and each a **"Document"**);

would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act (details of which are set out in the statutory declaration Form 155(6)(a) and Auditors report, copies of which have been supplied to each member of the Company at or before the time at which this written resolution was supplied to each member of the Company for signing), the giving of such financial assistance by the entry, execution, delivery and performance by the Company of the Documents being in the best interests of the Company, be and is hereby approved.

2. 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.

Signed by all the members 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.

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MITCHELL DALL

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HARVEY JONES

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Signed on behalf of **CHRISTINE ~~DALL~~** ~~by her duly appointed~~ attorney

....

Signed on behalf of **ANDREA STOKES** by her duly appointed attorney

No. 02667809

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
WIGGLE LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (hereinafter referred to as "the Act") to exercise all the powers of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £1,400.00. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

TRANSFER OF SHARES

4. Subject as provided Articles 5 and 6 below, the directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

TRANSMISSION OF SHARES

5. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

6. Notwithstanding any other provision of these Articles and any regulations contained in Table A (including without limitation, Regulation 24), any shares registered in the name of a shareholder or shareholders or any of the persons referred to in sub-paragraph (i) below in respect of which such shareholder or shareholders has granted a mortgage, charge, lien, pledge, hypothecation, trust power as or in effect as security for the payment of a monetary obligation or the observance of any other obligation ('Security Interest') to any person, may be transferred to:

(i) any person entitled to the benefit of that Security Interest ('Mortgagee') or acting as agent, trustee or nominee for the Mortgagee; or

(ii) a person who purchases any such shares from such shareholder or shareholders or a Mortgagee or a receiver, administrative receiver, administrator or manager appointed in relation to such Security Interest or a person acting as agent, trustee or nominee for a Mortgagee as a result (in any such case) of the existence of a Mortgagee's rights under a Security Interest,

and the Directors shall not be entitled to refuse to register such a transfer on receiving a request to register the transfer.

LIENS

7. Notwithstanding the provisions of paragraphs 8-11 of Table A, the Company shall not be entitled to exercise a lien over any of its shares against any financial institution, bank, trust fund or other lender or any nominee of, or purchaser from, any such person.

NOTICE OF GENERAL MEETING

8. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 41 of Table A shall apply subject to the addition of the following sentence:-

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

10. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

VOTES OF MEMBERS

11. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:

"or to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".

12. Regulation 62 of Table A shall apply subject to the following additions:

12.1 the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and

12.2 the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll".

12.3 For the purposes of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the Directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing of a resolution of the members of the Company.

ALTERNATE DIRECTORS

13. At the end of Regulation 66 of Table A there shall be added the following:-

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointer attends such meeting".

POWERS OF DIRECTORS

14. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

15. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION

AND REMOVAL OF DIRECTORS

16. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the registered office or delivered at a meeting of the Directors or at a general meeting of the Company to the chairman (unless such notices relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.

17. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the Directors either to fill a vacancy or as an additional director.

18. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.

19. The directors shall not be liable to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all other references to Table A to retirement by rotation shall be disregarded.

20. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

21. The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENT AND INTERESTS

22. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.

24. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

25. The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

26. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation ll8 of Table A shall not apply.