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SECRETARY'S CERTIFICATE

The undersigned hereby certifies to Heller Financial, Inc. ("Heller") the following in connection with that certain Loan and Security Agreement dated as of December 26, 1996 (the "Loan Agreement"), by and between Hercules Offshore Corporation, a Texas corporation (the "Corporation") and Heller:

1. That he is the duly elected and acting secretary of Hercules Offshore Corporation, a Texas corporation (the "Corporation"), and is authorized to execute and deliver this Certificate in favor of Heller.

2. That attached as Exhibit A to this Certificate is a true, correct and complete copy of the Corporation's Articles of Incorporation, which Articles of Incorporation are in full force and effect on the date of this Certificate without modification or rescission in any respect except as attached hereto.

3. That attached as Exhibit B to this Certificate is a true, correct and complete copy of the Corporation's Bylaws, which Bylaws are in full force and effect on the date of this Certificate without modification or rescission in any respect except as attached hereto.

4. That attached as Exhibit C to this Certificate are true, correct and complete copies of resolutions which were duly adopted by the Board of Directors of the Corporation in compliance with the Articles of Incorporation and Bylaws of the Corporation and applicable law, and that the attached resolutions are in full force and effect as of the date hereof.

5. That attached as Exhibit D to this Certificate are true and correct copies of applicable certificates of existence, good standing and/or authority to transact business issued by the appropriate governmental official in the State of Texas and in each other state in which the Company is required to be qualified. As of the date hereof, (a) the Corporation is in existence and in corporate and tax good standing in the State of Texas, (b) the Company does not owe franchise taxes or other taxes required to maintain its corporate existence and no franchise tax reports are due, and (c) no proceedings are pending for forfeiture of the Corporation's charter or for its dissolution either voluntarily, or to my knowledge, involuntarily.

6. The individuals on Annex A are the duly elected officers of the Corporation and hold the office set forth opposite their respective names as of the date hereof and the signatures set forth opposite the respective names and titles of said officers on Annex A are their true and genuine signatures.

This Certificate is executed this 26th day of December, 1996.

Robert H. Millis

Robert H. Millis, Secretary

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The undersigned, being one of the officers named in Paragraph 6 of the foregoing Certificate hereby confirms that Robert H. Millis is the duly elected and qualified Secretary of the Corporation and the signature appearing opposite his name is his genuine signature.

Thomas E. Seward, II, President

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ANNEX A

Thomas J. Seward, II	President	Thomas J. Seward, II
Robert H. Millis	Chief Financial Officer/ Secretary/Treasurer	Robert H. Millis

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EXHIBIT A

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

HERCULES OFFSHORE CORPORATION
CHARTER NO. 1275495

ARTICLES OF INCORPORATION	JUNE 25, 1993
ARTICLES OF AMENDMENT	SEPTEMBER 2, 1993
CHANGE OF REGISTERED OFFICE AND/OR AGENT	OCTOBER 21, 1993
ARTICLES OF AMENDMENT	JANUARY 11, 1994

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 13, 1996.

THE STATE OF TEXAS

PD 000392

Antonio O. Garza, Jr.
Secretary of State

DAE

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FILED
In the Office of the
Secretary of State of Texas

JUN 25 1993

Corporations Section

ARTICLES OF INCORPORATION OF HERCULES OPERATING CORPORATION

ARTICLE I

The name of the corporation is Hercules Operating Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value $1.00 per share.

ARTICLE V

No holder of any shares of any class of the corporation's authorized shares, or any other class of stock of the corporation hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock of the corporation (whether now or hereafter authorized), (b) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the corporation

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of $1,000.00, consisting of money, labor done or property actually received.

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ARTICLE VII

The address of the registered office of the corporation is 1212 Guadalupe, Suite 102, Austin, Texas 78701 and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAME	ADDRESS
Klara A. Zehentmayr	4500 Trammell Crow Center 2001 Ross Avenue Dallas, Texas 75201

ARTICLE IX

The number of directors constituting the Board of Directors on the date hereof is one (1) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders, or until his successor or successors are elected and qualified, is as follows:

NAME	ADDRESS
Howard M. Berkower	805 Third Avenue New York, New York 10022

ARTICLE X

The corporation shall indemnify persons for whom indemnification is permitted by Article 2.02-1 of the Texas Business Corporation Act and such indemnification shall be made to the fullest extent permitted thereby.

ARTICLE XI

To the fullest extent permitted by law, directors and former directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. No amendment of this Article XI shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE XII

The right to accumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

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ARTICLE XIII

Any action required by the Texas Business Corporation Act, or other applicable laws, or any action which may be taken without a meeting, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

Special meetings of the shareholders of the corporation may be called by shareholders only if the holders of at least 10 percent (10%) of all shares entitled to vote at the proposed special meeting call such meeting.

The undersigned, the incorporator of this corporation, has signed these Articles of Incorporation on June 25, 1993.

Klara A. Zehentmayr

Klara A. Zehentmayr

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In the Office of the
Secretary of State of Texas

SEP 2 1993

Corporations Section

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HERCULES OPERATING CORPORATION

Pursuant to Article 4.04 of the Texas Business Corporation Act ("TBCA"), Hercules Operating Corporation, a Texas corporation (the "Corporation"), hereby adopts the following amendment ("Amendment"), which amends the Articles of Incorporation of the Corporation as follows:

FIRST: The name of the Corporation is Hercules Operating Corporation.

SECOND: The Amendment was adopted by the Corporation's shareholders effective as of September 1, 1993.

THIRD: The Corporation has two outstanding shares of common stock, the holder of which is entitled to vote all such shares on the matter of the Amendment.

FOURTH: The Amendment was adopted by a Consent in Lieu of Special Meeting of the Sole Shareholder.

FIFTH: The Amendment does not provide for an exchange, reclassification or cancellation of issues shares of the Corporation.

SIXTH: The Amendment does not effect a change in the stated capital of the Corporation.

SEVENTH: The text of Article I of the Articles of Incorporation of the Corporation has been amended and now reads in its entirety as follows:

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[redacted]

The name of the corporation is Hercules Offshore Corporation.

These Articles of Amendment have been executed this 1st day of September, 1993.

By: [signature]

Title: PRESIDENT

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1993
Corporations Section

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH BY A PROFIT CORPORATION

1. The name of the corporation is Hercules Offshore Corporation.

   The corporation's charter number is _____.

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is: (Please provide street address, city, state and zip code. The address must be in Texas).

   1212 Guadalupe Suite 102

   Austin, TX 78701

3. A. X The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas).

   11011 Richmond Avenue, Suite 500

   Houston, TX 77042

OR B. ___ The registered office address will not change.

4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Capitol Corporate Services, Inc.

5. A. X The name of the NEW registered agent is Robert Millis.

OR B. ___ The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by: (check one)

   A. ___ The board of directors.
   B. X An officer of the corporation so authorized by the board of directors.

Robert H Millis
An Authorized Officer

(Please refer to the back of this form for additional instructions)

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1

The name of the corporation is Hercules Offshore Corporation.

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In the Office of the
Secretary of State of Texas

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Corporations Section

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on January 7, 1994. The sole shareholder of the corporation deemed it to be in the best interest of the corporation to increase the number of authorized shares of common stock from 1,000 to 18,034,384.

The amendment alters or changes Article IV of the original Articles of Incorporation, as amended, and the full text of such provision as amended is as follows:

"ARTICLE IV

> The aggregate number of shares which the corporation shall have authority to issue is 18,034,384 shares of Common Stock, $1.00 par value per share."

ARTICLE 3

The number of shares of the corporation outstanding at the time of such adoption was 2; and the number of shares entitled to vote thereon was 2.

ARTICLE 4

The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

Dated January 10, 1994.

HERCULES OFFSHORE CORPORATION

By: Thomas J. Seward II
Name: Thomas J. Seward II,
Title: President

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The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

HERCULES OFFSHORE CORPORATION
CHARTER NO. 1275495

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: December 23, 1996

Effective: December 23, 1996

THE STATE OF TEXAS

PD 000400

Antonio O. Garza, Jr.
Secretary of State

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Secretary of State of Texas
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Corporations Section

STATEMENT OF DESIGNATIONS, PREFERENCES AND RIGHTS OF SERIES A NON-VOTING CUMULATIVE PREFERRED STOCK

The undersigned Chief Financial Officer of Hercules Offshore Corporation, a Texas corporation (the "Corporation"), states that pursuant to the authority granted to and vested in the Board of Directors of the Corporation by the provisions of the Articles of Incorporation of the Corporation, as amended, and in accordance with the provisions of Article 2.13 of the Texas Business Corporation Act, the Board of Directors has duly adopted the following resolutions creating a series of preferred stock of the Corporation to be designated Series A Non-Voting Cumulative Stock:

Whereas, the Board of Directors of the Corporation has determined it to be in the Corporation's best interest to designate and issue a series of preferred stock; therefore it is

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article IV of the Corporation's Articles of Incorporation, as amended, a series of preferred stock of the Corporation be, and hereby is, created out of the authorized but unissued shares of the capital stock of the Corporation, such series to be designated Series A Non-Voting Cumulative Preferred Stock, to consist of 4,000,000 shares of no nominal or par value, of which the preferences and relative and other rights, the qualifications, limitations or restrictions of each of which shall be (in addition to those set forth in the Corporation's Articles of Incorporation, as amended) as follows:

Section 1. Dividends. The Series A Preferred Stock shareholders are entitled to receive dividends out of any funds legally available for that purpose at the annual rate of nine percent (9%) of the par value and no more. Accordingly, the annual dividend rate of the Series A Preferred Stock shall be $0.09 on each outstanding share of such stock. Dividends on shares of the Series A Preferred Stock shall be payable in cash, when, as and if declared by the Board of Directors out of the assets of the Corporation which are by law available for the payment of dividends, annually on such date as may be determined by the Board of Directors, provided that, notwithstanding any other provision set forth herein, no dividends on Series A Preferred Stock may be declared and paid until on or after January 1, 2005, but such dividends shall accrue and become cumulative from the date of original issuance, whether or not earned or declared. Such dividends shall be paid to the record owner of such shares as shown on the stock register of the Corporation on the date on which such dividend is declared and shall be paid within 30 days after such dividend is declared. Such dividends shall be payable before any dividend, distribution, redemption or repurchase shall be paid upon or made or set apart with respect to any Junior Preference Stock (as defined in Section 6 hereof) and shall be cumulative so that if

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in any dividend period dividends at the rate of $0.09 per annum shall not have been paid upon or set apart for the Series A Preferred Stock, the deficiency, but without interest on such deficiency, shall be fully paid or set apart for the payment before any dividend, distribution, redemption or repurchase shall be paid upon or made or set apart with respect to any (i) Junior Preference Stock or (ii) any Parity Stock (as defined in Section 6 hereof), except that dividend payments may be made pro rata on the Series A Preferred Stock and on any Parity Stock as to which cumulative dividends are in arrears according to the full cumulative dividends then in arrears with respect to the Series A Preferred Stock and any Parity Stock. A dividend on account or in full for arrears for any past dividend period may be declared and paid at any time, without reference to any dividend payment date, to stockholders of record on such date, not exceeding 45 days preceding the payment date, as may be fixed by the Board of Directors. To the extent that the amount paid at any time or from time to time on the shares of Series A Preferred Stock shall be less than the total amount due and payable on such shares, such amount shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series A Preferred Stock then outstanding.

Section 2. Restrictions on Junior Stock Payments. So long as any of the Series A Preferred Stock is outstanding, the Corporation will not declare any dividend on any class of Junior Preference Stock and will not make any other Junior Stock Payment unless, prior to giving effect to the proposed Junior Stock Payment, all dividends on the Series A Preferred Stock for all past dividend periods shall have been paid at the date of declaration in the case of a dividend, or at the date of setting apart money therefor in the case of any mandatory redemption or purchase or other analogous fund, or at the date of payment or distribution in the case of any other Junior Stock Payment (each such date being herein called a "Junior Stock Payment Date").

Section 3. Voting. The holders of the shares of the Series A Preferred Stock shall not be entitled to vote such shares at any meeting of the shareholders of the Corporation except as otherwise required by law or as set forth herein. The right of holders of the shares of Series A Preferred Stock to vote as a separate class is specifically denied.

Section 4. Liquidation. In the event of any complete or partial liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of the Series A Preferred Stock shall each be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, a sum equal to $1.00 plus accrued dividends (including cumulative dividends) to the date of such liquidation, dissolution or winding up. If the assets of the Corporation shall be insufficient to permit the payment in full of such preferential amounts in respect of the Series A Preferred Stock and all other classes and series of Parity Stock, then said assets shall be distributed ratably among the holders of the shares of Series A Preferred Stock and of such other classes and series of Parity Stock in proportion to the amounts that would be payable on such liquidation, dissolution or winding up if all such amounts were paid in full. Neither the sale, conveyance, exchange or transfer of all or substantially all of the properties of the Corporation, nor the merger or consolidation of the Corporation into or with

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any other corporation, nor any purchase or redemption of stock of the Corporation of any class shall be deemed or constitute a liquidation, dissolution or winding up for the purposes hereof.

Section 5. Redemption.

(a) At the option of the Board of Directors, the shares of Series A Preferred Stock may be redeemed in whole or in part on or after January 1, 2005 by the Corporation, at a redemption price of $1.00 per share plus all unpaid and accumulated dividends accrued to such date.

(b) At least 20 but not more than 60 days notice of redemption of Series A Preferred Stock under this Paragraph 5 shall be given by the Corporation to the Series A Preferred Stock shareholders by mailing a copy of such notice to each holder of record at its address appearing on the books of the Corporation. If on or before the date for redemption set in such notice (the "Redemption Date") all funds necessary for such redemption shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the Series A Preferred Stock, so as to be and continue to be available therefor, then from and after the Redemption Date, notwithstanding that any certificate for shares of Series A Preferred Stock shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue and all rights with respect to shares of Series A Preferred Stock shall forthwith on the Redemption Date cease and terminate except only the right of the holders thereof to receive the redemption price of such shares so to be redeemed plus accrued and unpaid dividends up to the Redemption Date, but without interest thereon. Any moneys so set aside by the Corporation and unclaimed at the end of five years from the Redemption Date shall revert to the general funds of the Corporation.

Section 6. Definitions. For the purposes hereof, the following terms shall have the following respective meanings:

"Junior Preference Stock" shall mean the Common Stock of the Corporation and any other stock over which the Series A Preferred Stock has a preference as to payment of dividends.

"Junior Stock Payment" shall mean a payment made on any Junior Preference Stock.

"Parity Stock" shall mean any stock of the Corporation ranking as to distribution of assets and dividends on a parity with the Series A Preferred Stock.

"Prior Stock" shall mean any stock of the Corporation which has a preference over the Series A Preferred Stock as to payment of dividends or as to distribution of assets

IN WITNESS WHEREOF, the undersigned has executed this Statement of Designations, Preferences and Rights of Series A Non-Voting Cumulative Preferred Stock this 21st day of December, 1996.

By: Robert H. Millis
Name: Robert H. Millis
Title: Chief Financial Officer

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EXHIBIT B

AMENDMENT NUMBER 1 TO THE FIRST AMENDED AND RESTATED BYLAWS OF HERCULES OFFSHORE CORPORATION

Section 3.2. Number and Tenure; Chairman of the Board.

A. The number of directors shall not be less than three (3) nor more than nine (9); provided, however, that a majority of such members shall at all times be U.S. citizens. The number of directors may be increased or decreased from time to time by amendment to these bylaws but no decrease shall have the effect of shortening the term of any incumbent director nor shall the number of directors who are U.S. citizens at any time constitute less than a majority of the directors on the board. The directors shall be elected by the shareholders annually in accordance with the provisions of these bylaws.

Unless sooner removed in accordance with these bylaws, members of the Board of Directors shall hold office until the next annual meeting of the shareholders and until their successors shall have been elected and qualified.

B. The directors shall elect from among their members a Chairman of the Board of Directors who shall be a U.S. citizen and who shall preside at all meetings of the Board of Directors until removed or replaced by affirmative vote of at least a majority of the directors.

Section 3.8 Quorum. All of the directors at the time in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum; provided, that in no event shall a quorum be constituted unless a majority of the directors present are citizens of the United States. The act of a majority of the directors present at any meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or elsewhere in these bylaws.

Section 4.5 President. The corporation shall appoint a President, who shall be a citizen of the Unites States. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Directors, shall in general direct, supervise and control all of the business and officers of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly reserved to the Board of Directors by these bylaws or delegated by the Board of Directors or by these

bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may exercise the powers given by applicable law to the President of a corporation.

Dated effective May 25, 1996.

Robert H. Millis, Secretary

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FIRST AMENDED AND RESTATED BYLAWS OF HERCULES OFFSHORE CORPORATION

ARTICLE I.

Section 1.1. Registered Office and Agent. The registered office of the corporation is located at 1212 Guadalupe, Suite 102, Austin, Texas 78701. The name of its registered agent is Capitol Corporate Services, Inc.

Section 1.2. Other Offices. The corporation may have, in addition to its registered office, offices and places of business at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the business of the corporation may require. The principal place of business of the corporation, until changed by the Board of Directors, shall be 11011 Richmond Avenue, Suite 500, Houston, Texas 77042.

ARTICLE II.

MEETINGS OF SHAREHOLDERS

Section 2.1. Place of Meetings. All meetings of shareholders shall be held at the principal place of business of the corporation or at such other place within or without the State of Texas as may be designated by the Board of Directors or officer calling the meeting.

Section 2.2. Annual Meeting. The annual meeting of the shareholders of the corporation for the election of directors and for the transaction of such other business as may come before the meeting shall be held on such date and at such place and time as the Board of Directors may determine. Failure to hold the annual meeting at the designated time shall not work a dissolution of the corporation and any business transacted at said meeting shall have the same validity as if transacted on the date designated herein.

Section 2.3. Special Meetings. Special meetings of the shareholders may be called by the Chairman of the Board of Directors or the Board of Directors. Special meetings of shareholders may also be called by the Secretary upon the written request of the holders of shares entitled to not less than ten percent of all the votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on at the meeting. It shall be the duty of the Secretary to fix the date of the meeting to be held not less than ten nor more than sixty days after the receipt of the request and to give due notice thereof. If the Secretary shall

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neglect or refuse to fix the date for the meeting and give notice thereof, the person or persons calling the meeting may do so.

Section 2.4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting to the shareholders of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 2.5. Closing of Transfer Books and Fixing Record Date. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders, or shareholders entitled to receive payment of any dividend or the allotment of any rights, or in order to make a determination of shareholders for any other proper purpose. Such date, in any case, shall be not more than sixty days, and in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken. In lieu of fixing a record date, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not to exceed, in any case, sixty days. If the stock transfer books are closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting.

Section 2.6. Voting List. The officer or agent having charge of the stock transfer books of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder throughout the entire meeting. The original stock transfer books shall be prima facie evidence of the identity of the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with any requirements of this Section shall not affect the validity of any action taken at such meeting.

Section 2.7. Voting at Meetings. Any holder of shares of the corporation entitled to vote shall be entitled to one vote for each share held.

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Section 2.8. Proxies. A shareholder may vote either in person or by proxy executed in writing by him or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law. Each proxy shall be filed with the Secretary of the corporation prior to or at the time of the meeting. Any vote may be taken viva voce or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

Section 2.9. Quorum of Shareholders. Except as provided in the immediately following sentence or as otherwise required by applicable law, the presence in person or by proxy of the holders of a majority of the shares entitled to vote, shall constitute a quorum for the transaction of business. In the case of special shareholders' meetings called exclusively for the filling of vacancies on the Board of Directors, the quorum required for such special meeting shall be such percentage as is provided for in Section 3.2 and 3.4 of these bylaws, as same may be amended from time to time. If a quorum is not represented, a majority in interest of those represented may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The vote of the holders of a majority of the shares entitled to vote and represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.

Section 2.10. Conduct of Meetings. The Chairman of the Board of Directors shall preside at, and the Secretary shall keep the records of, each meeting of shareholders. In the absence of either such officer, his duties shall be performed by another officer of the corporation appointed at the meeting.

Section 2.11. Action Without Meeting. Any action which may be taken at a meeting of shareholders, directors, or any committee may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote on such action at a meeting, and filed with the Secretary of the corporation.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1. Management of the Corporation. The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the

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corporation and do all such lawful acts or things not directed or required by statute, by the Articles of Incorporation or by these bylaws to be done by the shareholders.

Section 3.2. Number and Tenure; Chairman of the Board.

A. The number of directors shall be five (5); provided, however, that three (3) of such members shall at all times be U.S. citizens. The number of directors may be increased or decreased from time to time by amendment to these bylaws but no decrease shall have the effect of shortening the term of any incumbent director nor shall the number of directors who are U.S. citizens at any time constitute less than a majority of the directors on the board. The directors shall be elected by the shareholders annually in accordance with the provisions of these bylaws.

Unless sooner removed in accordance with these bylaws, members of the Board of Directors shall hold office until the next annual meeting of the shareholders and until their successors shall have been elected and qualified.

B. The directors shall elect from among their members a Chairman of the Board of Directors who shall preside at all meetings of the Board of Directors until removed or replaced by affirmative vote of at least a majority of the directors.

Section 3.3. Qualifications. Directors need not be shareholders or residents of the State of Texas.

Section 3.4. Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal, or otherwise) may be filled by the affirmative vote of a majority of the remaining though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3.5. Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Texas, at whatever place has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of specific designation, the meetings shall be held at the principal place of business of the corporation.

Section 3.6. Regular Meetings. The Board of Directors shall meet each year immediately following the annual meeting of the shareholders, at the place of such meeting, for the transaction of such business as may properly be brought before it. No notice of annual meetings need be given to either old or new members of the Board of Directors. Regular meetings may be held at such other times as shall be designated by the Board of Directors.

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Section 3.7. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the Chairman of the Board of Directors or, if he is absent or unable or refuses to act, by any two directors of the corporation. Written notice of the time, place, and purpose of the special meeting shall be delivered personally to each director, sent by mail or telefax to the last known address of each director not later than four days before the day appointed for the meeting. Oral notice may be substituted for such written notice if given not later than one day before the meeting. Notice of the time, place and purpose of such meeting may be waived in writing before or after such meeting, and shall be equivalent to the giving of notice. Attendance of a director at such meeting shall also constitute a waiver of notice thereof, except where he attends for the announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Quorum. Three (3) directors at the time in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum; provided, however, that the majority of members necessary to constitute such a quorum shall at all times be U.S. citizens, so that there shall in no instance be a quorum which consists of a majority of non-U.S. citizens. The act of a majority of the directors present at any meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or elsewhere in these bylaws.

Section 3.9. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 3.10. Removal. Subject to the provisions of the Texas Business Corporation Act, the entire Board of Directors or any individual director may be removed from office, either with or without cause, at any meeting of shareholders called for that purpose by the affirmative vote of the number and class(es) of shares required to initially elect such director. The notice calling such meeting shall give notice of intention to act upon such matter. Any vacancy in the Board of Directors caused by removal of any or all directors may be filled at the same meeting in the manner provided in Section 3.4 of these bylaws.

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Section 3.11. Conduct of Meetings. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. In the absence of the Chairman, the directors present at the meeting shall select one of their number to preside as chairman at that meeting. The Secretary of the corporation, or in his absence, any person appointed by the presiding officer, shall act as Secretary of the meeting.

Section 3.12. Board Committees. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more other committees to conduct such business and affairs of the corporation as the Board, by resolution, may provide. The Board of Directors, by a majority vote, shall have the power at any time to change the powers and members of any committees, to fill vacancies, and to dispose of any committee. Members of any committee shall receive such compensation as the Board of Directors may from time to time provide. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 3.13. Action Without Meeting. Any action which may be taken at a meeting of shareholders, directors, or any committee may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote on such action at a meeting, and filed with the Secretary of the corporation.

ARTICLE IV.

OFFICERS

Section 4.1. Officers. The officers of the corporation shall be elected by the Board of Directors, and shall consist of a President, a Vice President or Vice Presidents, a Treasurer and a Secretary and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate, all of whom shall hold office until their successors are elected and qualified. Two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers.

Section 4.2. Salaries. The salaries of the officers shall be determined by the Board of Directors, and may be altered by the Board from time to time except as otherwise provided by contract. No officer shall be prevented from receiving such salary by reason of fact that he is also a director of the corporation. All officers shall be entitled to be paid or reimbursed for all costs and expenditures incurred in the corporation's business.

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Section 4.3. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, removal, increase in the number of officers of the corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office for the unexpired term and until his successor is chosen and qualified.

Section 4.4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.5. President. The corporation shall appoint a President. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Directors, shall in general direct, supervise and control all of the business and officers of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly reserved to the Board of Directors by these bylaws or delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may exercise the powers given by applicable law to the President of a corporation.

Section 4.6. Vice Presidents. Any Vice President may, under the direction and subject to the control of the Board of Directors, perform such duties as may be assigned to such Vice President.

Section 4.7. Secretary. It shall be the duty of the Secretary to attend all meetings of the shareholders and Board of Directors and record correctly the proceedings at such meetings in a book suitable for that purpose. It shall also be the duty of the Secretary to attest with his signature and the seal of the corporation all stock certificates issued by the corporation and to keep at the corporation's principal place of business a stock ledger in which shall be correctly recorded all transactions pertaining to the capital stock of the corporation. He shall also attest with his signature and the seal of the corporation all deeds, conveyances or other instruments requiring the seal of the corporation. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as

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required by law. The person holding the office of Secretary shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to him. The duties of the Secretary may also be performed by any Assistant Secretary, or if there be none, by the Treasurer. In the absence or inability to act, or the refusal or neglect to act, of the Secretary, Assistant Secretary, and Treasurer, any person authorized by the President, any Vice President, or Board of Directors may perform the functions of the Secretary.

Section 4.8. Treasurer. The Treasurer shall have charge and custody of all moneys of the corporation as may be entrusted to his keeping and account for the same. He shall be prepared at all times to give information as to the condition of the corporation and shall make a detailed annual report of the entire business and financial condition of the corporation. The person holding the office of Treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to him. The duties of the Treasurer may also be performed by any Assistant Treasurer, or if there be none, by the Secretary. In the absence or inability to act, or the refusal or neglect to act, of the Treasurer, Assistant Treasurer, and Secretary, any person authorized by the President, any Vice President, or Board of Directors may perform the functions of Treasurer.

Section 4.9. Delegation of Authority. In the case of any absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of such officer to any other officer or to any director, employee, shareholder or agent for whatever period of time seems desirable, providing that a majority of the entire Board concurs therein.

Section 4.10. Board of Director Approval. The following activities and transactions by the corporation and any of its subsidiaries require the affirmative approval of the Board of Directors and cannot be performed by the officers of the corporation without such board approval:

(a) All financing and refinancing arrangements, capital leases and loan agreements.

(b) The hiring of outside consultants, including, but not limited to, legal advisors and accountants.

(c) All acquisitions of assets or stock.

(d) All disposition of assets or stock.

(e) The purchase of stock from shareholders.

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(f) Annual budgets.

(g) Lawsuits and settlements.

(h) The appointment or reappointment of the President or the Chief Executive Officer or any other officer.

(i) The appointment of any committee or any executive to any committee.

(j) Remuneration payable to the President and all officers and senior executives.

(k) Any increase in the capital of the corporation.

(l) All other matters and contracts which by these bylaws or the laws of the State of Texas or other applicable law are required to be carried out by the Board of Directors, and in such event the majority of directors' votes required shall in no event be less than three (3) of the corporation's five (5) directors.

ARTICLE V.

NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these bylaws, notice is required to be given to any committee member, director or shareholder and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such member, director or shareholder at his address as it appears on the records or, in the case of a shareholder, the stock transfer books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be deposited in the United States mails as aforesaid.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any committee member, director or shareholder of the corporation under the provisions of any statute, the Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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ARTICLE VI.

CAPITAL STOCK

Section 6.1. Certificates Representing Shares. Shares may not be issued until the full amount of consideration, fixed as provided by law, has been paid or partial payment has been made pursuant to the discretion of the Board of Directors. When such consideration has been paid to the corporation, the shares shall be deemed to have been issued and the corporation shall deliver certificates representing all shares to which shareholders are entitled. Each certificate shall bear upon its face the statement that the corporation is organized in Texas, the name in which it is issued, the number and class of shares and series, and the par value or a statement that the shares are without par value. Such certificates shall be signed by the President or Vice President and the Secretary, and shall bear the seal of the corporation or a facsimile thereof. The signatures of such officer or officers upon a certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issuance.

Section 6.2. Shareholders of Record. The Board of Directors of the corporation may appoint one or more transfer agents or registrars of any class of stock of the corporation. Unless and until such appointment is made, the Secretary of the corporation shall maintain among other records a stock certificate book, the stubs in which shall set forth the names and addresses of the holders of all issued shares of the corporation, the number of shares held by each, the certificate numbers representing such shares, the date of issue of the certificates representing such shares, the number and date of cancellation of every certificate surrendered for cancellation, and whether or not such shares originate from original issues or from transfer. The names and addresses of shareholders as they appear in the stock certificate book shall be the official list of shareholders of record of the corporation for all purposes. The corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or any rights deriving from such shares, on the part of any other person, including (but without limitation) a purchaser, assignee or transferee, unless and until such other person becomes the holder of record of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such other person.

Section 6.3. Transfer of Shares. The shares of the corporation shall be transferable on the stock certificate book of the corporation by the holder of record thereof, or his duly authorized attorney or legal representative, upon endorsement and surrender for cancellation of the certificates for such shares.

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All certificates surrendered for transfer shall be cancelled, and no new certificate shall be issued until a former certificate or certificates for a like number of shares shall have been surrendered and cancelled, except that in the case of a lost, destroyed or mutilated certificate, a new certificate may be issued therefor upon such conditions for the protection of the corporation and any transfer agent or registrar as the Board of Directors or the Secretary may prescribe.

ARTICLE VII.

MISCELLANEOUS PROVISIONS

Section 7.1. Indemnification of Officers and Directors.

A. Each person who shall have served as a director or officer of this corporation, or at its request as director or officer of another corporation, partnership, joint venture, trust or other enterprise in which it now owns or may hereafter own shares of capital stock or of which it now is or may hereafter be a creditor, shall be indemnified by the corporation against any recoveries and awards, and any expenses and costs (including attorneys' fees) actually and necessarily incurred by him, in connection with any claim asserted against him, by action in court or otherwise, by reason of being or having been such director or officer, except when in any court proceeding he shall have been adjudged guilty of negligence or misconduct in respect of the matter in which indemnity is sought; provided, however, that the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled by law.

B. The corporation may purchase and maintain insurance or another arrangement, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or of Article 2.02 of the Texas Business Corporation Act.

Section 7.2. Amendments. These bylaws may be altered or repealed at any regular meeting of the shareholders or at any special meeting of the shareholders at which a quorum is present or represented, provided notice of the proposed alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of a majority of the shares entitled to vote and present or represented at such meeting, or by the affirmative vote of a majority of the directors on the Board of Directors at any regular meeting of the Board or at any special meeting of the Board

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if notice of the proposed alteration or repeal be contained in the notice of such special meeting, except that the directors shall not alter, amend or repeal any bylaw adopted by the shareholders or enact any bylaw in conflict with a bylaw adopted by the shareholders; provided, however, that no change of the time or place of the meeting for the election of directors shall be made within sixty days next before the day on which such meeting is to be held, and that in case of any change of said time or place, notice thereof shall be given to each shareholder in person or by letter mailed to his last known post office address at least twenty days before the meeting is held.

Section 7.3. Dividends. Dividends upon the outstanding shares of the corporation, subject to the provisions of the statutes and of the Articles of Incorporation, may be declared by the Board of Directors at any regular or special meeting. Dividends may be declared and paid in cash, in property, or in shares of the corporation, or any combination thereof. The declaration and payment shall be at the discretion of the Board of Directors.

Section 7.4. Reserves. There may be created from time to time by resolution of the Board of Directors, out of the earned surplus of the corporation, such reserve or reserves as the directors in their discretion think proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the corporation, or for such other purpose as the directors shall think beneficial to the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 7.5. Conference Telephone Meetings. Meetings of shareholders, directors, or any committee, may be held by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 7.6. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7.7. Surety Bonds. Such officers and agents of the corporation (if any) as the President or the Board of Directors may direct, from time to time, shall be bonded for the faithful

performance of their duties and for the restoration to the corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation, in such amounts and by such surety companies as the President or the Board of Directors may determine. The premiums on such bonds shall be paid by the corporation, and the bonds so furnished shall be in the custody of the Secretary.

Section 7.8. Execution of Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Section 7.9. Seal. The corporate seal shall be a device containing the name of the corporation, the year of its organization and the words "Corporate Seal, Texas."

Section 7.10. Fiscal Year. The fiscal year of the corporation shall be September 30.

Adopted by the Board of Directors on April 4, 1994.

Robert H. Millis

Robert H. Millis, Secretary

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FILED
In the Office of the
Secretary of State of Texas
DEC 23 1996
Corporations Section

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1

The name of the corporation is Hercules Offshore Corporation.

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on November 21, 1996. The shareholders of the corporation deemed it to be in the best interest of the corporation to provide for a class of preferred shares.

The amendment alters or changes Article IV of the original Articles of Incorporation, as amended, and the full text of such provision as amended is as follows:

"ARTICLE IV

"The corporation shall have authority to issue two classes of shares, to be designated respectively as preferred and common. The total number of shares which the corporation is authorized to issue is Twenty Three Million Thirty Four Thousand Three Hundred Eighty Four (23,034,384) shares. The number of preferred shares authorized is Five Million (5,000,000) shares, no nominal or par value. The number of common shares authorized is Eighteen Million Thirty Four Thousand Three Hundred Eighty Four (18,034,384) shares of Common Stock, $1.00 par value.

Section 4.01 Authorization of Directors to Determine Certain Rights of Preferred Stock. The Board of Directors is authorized, from time to time, to divide the preferred stock into series, to designate each series, to fix and determine separately for each series any one or more of the following relative rights and preferences, and to issue shares of any series then or previously designated, fixed and determined:

(A) the rate of dividend;

(B) the price at and the terms and conditions on which shares may be redeemed;

(C) sinking fund provisions (if any) for the redemption or purchase of shares;

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(D) the amount payable upon shares in the event of involuntary dissolution;

(E) the amount payable upon shares in the event of voluntary dissolution;

(F) the terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion;

(G) the terms and conditions, if any, on which shares may be exchanged for corporate property or indebtedness; and

(H) voting rights (including the number of votes per share, the matters on which the shares can vote, and the contingencies which make the voting rights effective)."

ARTICLE 3

The number of shares of the corporation outstanding at the time of such adoption was 18,034,384 and the number of shares entitled to vote thereon was 18,034,384.

ARTICLE 4

The holder of all the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

Dated December 21, 1996.

HERCULES OFFSHORE CORPORATION

By: Robert H. Millis
Name: Robert H. Millis
Title: Chief Financial Officer

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EXHIBIT C

RESOLUTIONS OF THE BOARD OF DIRECTORS OF HERCULES OFFSHORE CORPORATION

WHEREAS, Hercules Offshore Corporation, a Texas corporation (the "Company") desires to enter into a Loan and Security Agreement (the "Loan Agreement") with Heller Financial, Inc. ("Heller") pursuant to which Heller will provide a term loan facility to the Company of up to an aggregate principal amount of $26,000,000 and secured by certain of the assets of the Company;

WHEREAS, to evidence the extension of credit from Heller to the Company, the Company shall execute and deliver to Heller the Loan Agreement and such other documents or instruments as requested by Heller (the Loan Agreement and all other documents, instruments and agreements entered into or contemplated therein or otherwise required by Heller are hereinafter collectively referred to as the "Loan Documents");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors finds that the Loan Documents, and the transactions provided for therein, will benefit, directly or indirectly, the Company and deems it in the best interest of the Company that the Company enter into and perform its obligations under the Loan Documents in substantially the form submitted to the Board of Directors;

RESOLVED, FURTHER, that the President, Chief Executive Officer, Vice President, Chief Financial Officer, Treasurer or Secretary (each, an "Authorized Officer") of the Company is hereby authorized to execute and deliver for and on behalf of the Company the Loan Documents with such changes in the terms, conditions and provisions thereof as Authorized Officer deems appropriate and in the best interest of the Company; the execution of the Loan Documents shall be conclusive against the Company that such Authorized Officer deemed the terms, conditions and provisions thereof to be appropriate and in the best interest of the Company;

RESOLVED, FURTHER, that each Authorized Officer of the Company or any one or more of them be, and hereby is, authorized and directed, on behalf of the Company, at any time and from time to time hereafter and without further action or by authority or direction from the Board of Directors of the Company, to execute and deliver all such other and further agreements, requests, statements and documents and to do or cause to be done all such other and further acts and things as any Authorized Officer may determine to be necessary or advisable under or in connection with the Loan Documents and the transactions provided for therein; the execution by any Authorized Officer of such agreement, request, statement, instrument or document or the doing of any such act or thing will be conclusive evidence of his or their determination in that respect;

RESOLVED, FURTHER, that any and all actions taken by any of the officers or representatives of the Company, for and on behalf of and in the name of the Company, with Heller prior to the adoption of these resolutions, which are within the authority conferred by the

foregoing resolutions, are hereby ratified, authorized, adopted and approved in all respects for all purposes;

RESOLVED, FURTHER, that Heller be, and it hereby is, authorized to rely on the continuing effect of these resolutions, until Heller receives written notice to the contrary.

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that Articles of Incorporation of

HERCULES OFFSHORE CORPORATION
CHARTER NO. 1275495

were filed in this office and a certificate of incorporation was issued on

JUNE 25, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and the corporation is still in existence.

IT IS FURTHER CERTIFIED, that a diligent search of the records of this office reveals that the following described documents are on file as of this date for such corporation:

ARTICLES OF INCORPORATION	JUNE 25, 1993
ARTICLES OF AMENDMENT	SEPTEMBER 2, 1993
CHANGE OF REGISTERED OFFICE AND/OR AGENT	OCTOBER 21, 1993
ARTICLES OF AMENDMENT	JANUARY 11, 1994

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 13, 1996.

THE STATE OF TEXAS

PD 000424

Antonio O. Garza, Jr.
Secretary of State

DAF

EXHIBIT D

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

December 13, 1996 2H17/DKIS460

HERCULES OFFSHORE CORPORATION
11011 RICHMOND AVE STE 500
HOUSTON TX 77042-6709

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CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

HERCULES OFFSHORE CORPORATION

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time.

This certificate is valid through the date that the next franchise tax report will be due, May 15, 1997.

This certificate is not valid for the purpose of dissolution, merger or withdrawal.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 13th day of
December , 1996 A.D.

John Sharp

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 012754958-0

Form 05-304 (Rev. 9-93/8)