

Office of the Secretary of State

February 28, 2014

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: ATWOOD OCEANICS, INC.
File Number: 25230800

It has been our pleasure to file the Certificate of Amendment for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

ATWOOD OCEANICS, INC.
25230800

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 02/27/2014

Effective: 02/27/2014



NANDITA BERRY

Nandita Berry
Secretary of State

**AMENDMENT NO.1 TO THE AMENDED AND RESTATED
CERTIFICATE OF FORMATION OF ATWOOD OCEANICS, INC.**

FEB 27 2014

Corporations Section

The Amended and Restated Certificate of Formation of Atwood Oceanics, Inc., a Texas company (the "Company"), filed February 14, 2013 (the "Certificate of Formation"), is hereby amended as of February 19, 2014, as follows:

Article IV, Section A. Authorized Amount of Capital Stock, of the Certificate of Formation, which sets forth our currently authorized capital stock, is amended to read in its entirety as follows:

ARTICLE IV.

A. AUTHORIZED AMOUNT OF CAPITAL STOCK


The aggregate number of shares which the Corporation shall have authority to issue is one hundred eighty-one million (181,000,000) shares of capital stock, of which one hundred eighty million (180,000,000) shares shall be common stock (the "Common Shares") each with a par value of \$1.00 per share, and of which one million (1,000,000) shares, each without par value, shall be preferred stock (the "Preferred Shares").

The remaining text of Article IV will remain unchanged.

The amendments to the Certificate of Formation have been approved in the manner required by the Texas Business Organizations Code and the entity's governing documents.

DATED: February 19, 2014

ATWOOD OCEANICS, INC.

By: 

Walter A. Baker
Vice President, General Counsel and
Corporate Secretary