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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 771516

The Registrar of Companies for England and Wales hereby certifies that

MARCONI ELECTRONICS OVERSEAS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

BAE SYSTEMS ELECTRONICS OVERSEAS LIMITED

Given at Companies House, London, the 23rd February 2000



C00771516M

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



C O M P A N I E S H O U S E

Company No. 771516

E. A. Pearley



MARCONI ELECTRONICS OVERSEAS LIMITED

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting and accordingly **WE RESOLVE**:

"THAT the name of the Company be changed to **BAE SYSTEMS ELECTRONICS OVERSEAS LIMITED.**"

E. A. Pearley

.....
on behalf of

MARCONI ELECTRONIC SYSTEMS LIMITED

Dated this 1st day of February, 2000

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