

No. of
Company

402792/1

25 JAN 1930

Form No. 41.

THE COMPANIES ACT, 1929.



Declaration of Compliance with the requirements of the Companies Act,
1929, on application for registration of a Company.
Pursuant to Section 15(2).

Name of
Company

Mallett, Luens (Engravers)

Limited.

Presented by

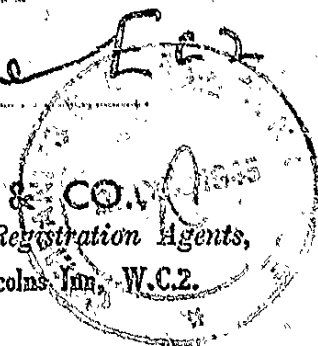
Rhodes Rhodes

129/142 Gifford House

Gifford Avenue E2

Telephone :
TOLBORN 9781.

H. A. JUST & CO. V
Company Printers and Registration Agents,
15 Portugal Street, Lincoln's Inn, W.C.2.



I, Madie Weinstein,
of 64 Pyland Road,
Highbury,
London: N.5

Do solemnly and sincerely declare that I am (a) A person
named in the Articles of Association
as Secretary

of Mallett, Lewis (Engravers) Limited

Limited;

and That all the requirements of the Companies Act, 1929, in
respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with, And I make this
solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 4 Copthall Chambers

in the City of London

the 27th day of December
one thousand nine hundred and forty five
before me,

Mark E. Shaw

(b) A Commissioner for Oaths.

Madie Weinstein

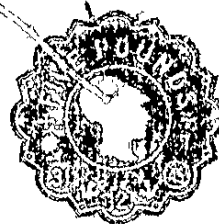
- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

No. of Company

402792

25 JAN 1916

Form No. 25.



Middleton, Lewis (Engravers)

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten
shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or
other Document, when the Company is registered.

Presented by :

Phedra affade
39/42 Cottall House
Cottall Avenue
E.C.2

H. A. JUST & CO.,

Company Printers and Registration Agents,
15, Portugal Street, Lincolns Inn, W.C.2.

Telephone : HOLBORN 9781.



2653

The NOMINAL CAPITAL of Millett, Levens (Engravers)

..... Limited

is £ 1000 , divided into 1000 shares of £ 1 each

Signature Leslie Weinstock

Description Secretary

Date 27-12-1945



THE COMPANIES ACT. 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

25 JAN 1943

Memorandum of Association

— OF —

MILLETT, LEVENS (ENGRAVERS) LIMITED

1. The name of the Company is :- "MILLETT, LEVENS (ENGRAVERS) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(a) To carry on business as engravers, stampers, piercers, artists, designers, name-plate and instruction plate manufacturers and dealers, sign makers, advertising consultants, die sinkers, art metal workers, publicity specialists and agents; manufacturers of and dealers in drawing office and surveying equipment, aeronautical and nautical components, automobile components, badges, plated goods, labels, medals, trophies, shields, cups, teaching apparatus and equipment, tools, jigs, gauges, testing apparatus, scientific instruments, fancy goods, toys, novelties, artists' requisites, plastic goods, wooden goods, leather goods, rubber goods and metal goods of all kinds, stencils, fashion plates and similar goods; as metal merchants, chromium and general platers and finishers, polishers, silver-smiths, goldsmiths, gold-blockers, enamellers, printers, die stampers, block makers, and importers, exporters, merchants, manufacturers, factors, agents, and dealers in all or any of the afore-mentioned articles and goods of all kinds suitable for personal, household, shop, office or industrial use or ornament.

(b) To act as agents for merchants, brokers, manufacturers, buyers, tradesmen or others and to undertake agencies of all kinds.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>Donald Ivor Kaye 57 Fairview Rd. South Tottenham London. N.15. clerk</p>	<p>ONE</p>
<p>R. F. J. Nicholls. 67, York Rd. Chingford. E.10. Clerk</p>	<p>ONE</p>

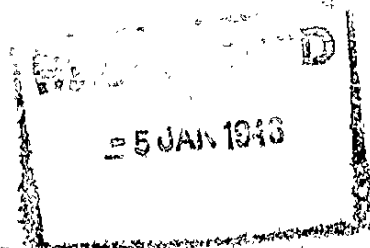
DATED this 27 day of December 1945.

WITNESS to the above signatures :-

Robert Rhodes
139/142 Cottall House
Cottall Avenue
E.C.2
Chartered Accountant

402792

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THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

MILLETT, LEVENS (ENGRAVERS) LIMITED

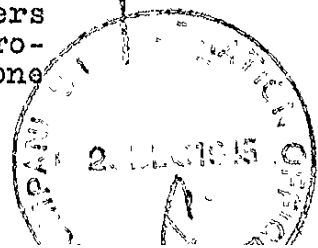
PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Table "A" in the First Schedule to the Companies Act, 1929 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet :- 19, 45, 50, 54, 64, 66, 69, 72, 101 and 107.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act, 1929 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty provided that where two or more persons hold one



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or more shares in the Company jointly, they shall, for the purposes of this provision, be treated as a single member; and (3) the transfer of the shares of the Company shall be restricted in manner hereinafter appearing.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at such a rate as shall not exceed ten per cent of the price at which such shares shall be issued and such commission may be satisfied in cash or fully paid shares in the capital of the Company or partly in one mode and partly in another.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable, contingent, future, or partial interest in any share or any interest in any fractional part of a share, or (except as expressly provided to that effect by these articles) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. Except in the case of a transfer to the personal representatives of a deceased holder, the Board of Directors may, without assigning any reason, refuse to register any transfer of shares in the Company.

PROCEEDINGS AT GENERAL MEETINGS.

8. A Meeting may, with the consent of all the members, be convened by a shorter notice than that required by Clause 42 of Table "A" and in such manner as the members think fit.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall form a quorum.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

11. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the registered holder.

DIRECTORS.

12. The number of Directors shall not be less than two nor more than seven and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

13. The Directors shall be entitled to be repaid all travelling and hotel expenses incurred by them in respect of the Company's business.

POWERS AND DUTIES OF DIRECTORS.

14. The powers of the Company shall be exercisable by the Directors who shall be at liberty to raise or borrow for the purposes of the Company's business, such sum or sums of money as they shall think fit, and in connection therewith, may mortgage or charge the whole or any part of the property and assets of the Company, present and future, including uncalled or un-issued capital, and to create and issue bonds or debentures, or debenture stock.

DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated :-

- (a) If by one calendar month's notice in writing to the Company he resigns the office of Director, subject to the provisions of any service contract with the Company.
- (b) If he becomes bankrupt.
- (c) If (save for illness or other indisposition) he shall absent himself from Board Meetings continuously for six months without the consent of the Board.
- (d) If he is found lunatic or become of unsound mind.
- (e) If he becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act, 1929.

16. Subject to the provisions of the Companies Act, 1929 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company. A general disclosure that a Director is interested in transactions with any particular firm of company shall be sufficient disclosure for this purpose.

PROCEEDINGS OF DIRECTORS.

17. A written Resolution signed by every member of the Board shall be effective as a Resolution of the Board at a meeting duly convened and constituted.

MANAGING DIRECTOR.

18. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit shares) as such Board may think fit.

ALTERNATE DIRECTOR.

19. Any Director being or residing abroad may, in writing, appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor.

INDEMNITY.

20. Every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, save where this indemnity would conflict with the provisions of the Companies Act, 1929.

SECRETARY.

21. The first Secretary of the Company shall be Mr. C. Weinstock.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Donald Peter Kaye
57 Fairview Road
South Tottenham
London.
N. 15.
Clerk

R. F. L. Nicholls.
67, York Rd.
Chingford. E. 4
Clerk.

DATED this

27

day of

December 1945.

WITNESS to the above signatures:-

W. West
139/147
Gottlieb House
Gottlieb Avenue
E C 2
Edward Acemant

DUPLICATE FOR THE FILE.

No. 402792



Certificate of Incorporation

I Hereby Certify, That

MILLETT, LEVENS (ENGRAVERS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited,

Given under my hand at London this Fifth day of January One Thousand Nine Hundred and Forty-six.

P. A. Manton
Registrar of Companies.

Certificate received by }

Post.

Date

Number of
Company

402792 / 52

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

MILLET LEVENS (ENGINEERS)

LIMITED

Section 110 of the Companies Act 1948 provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference

G. H. BRIDGE

SECRETARY



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

MILLET LEVENS (ENGRAVERS)

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company
is kept at THE OFFICES OF :- G.E.C. TELECOMMUNICATIONS LTD.

P.O. Box 53, TELEPHONE WORKS, COVENTRY

Signature 

(State whether

Director or Secretary)

DIRECTOR & SECRETARY

Dated the 22ND day of SEPTEMBER 1972.

NOTE.—This Margin is reserved for binding and must not be written across.

Number of
Company

402792/55

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company

MILLETT LEVENS (ENGRAVERS)

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at THE OFFICES OF :-

GEL. TELECOMMUNICATIONS LTD.

AT P.O. BOX 53. TELEPHONE WORKS

COVENTRY.

Signed

[Signature]

State whether Director or Secretary

SECRETARY

Date

19th October 1972

Presented by :

Presentor's reference :

G. H. BRIDGE

SECRETARY

Form No. R6
(No fee payable)

Printed and published by
The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 157 Fleet Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, C.F.1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Fleet Street,
Glasgow, C.2.

35 OCT 1972

F15893.1-11-07

402792/73

The Companies Act, 1929
& The Companies Act 1948

Sd/-, For
+ S/Res

COMPANY LIMITED BY SHARES

Memorandum

- AND -

Articles of Association

- OF -

Millett, Levens (Engravers)
Limited

NOW GEC TELECOMMUNICATIONS (OVERSEAS SERVICES)
LTD

C/N. 17/6/81

Incorporated the 5th day of January 1946

No. 402792



THE COMPANIES ACT 1929
& THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

- OF -

Millett, Levens (Engravers) Limited

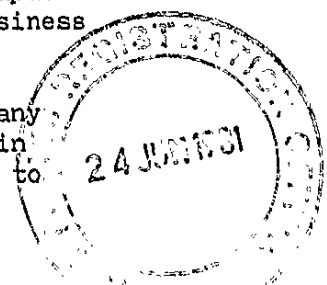
1. The name of the Company is:- "MILLETT, LEVENS (ENGRAVERS) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (1) To carry on the businesses of electrical, electronic, communications, signalling, control, nuclear, mechanical, chemical, lighting and heating engineers and manufacturers, manufacturers and dealers in supervisory and data processing equipment of all kinds, producers and suppliers and distributors of power and of radiated energy for all purposes, and of toolmakers, metal workers, metal founders, machinists, millwrights, converters and manufacturers of iron steel and all other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, metallurgists, physicists, glass makers and workers, manufacturers of plastics and other synthetic materials, gas makers, photographers, printers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus of all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid

- (2) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to



give and supply services of every description to any person in connection with such matters.

- (3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (4) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (5) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (6) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (7) To carry on business as bankers, capitalists, financiers and merchants.
- (8) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (9) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade-marks, designs, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in

experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (10) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender..
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether

present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of any dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.

- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.

- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe, for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DONALD IVOR KAYE, 57, Fairview Rd., South Tottenham. London. N.15 Clerk	One
R. F. T. NICHOLLS, 67, York Rd., Chingford. E.4 Clerk	One

DATED this 27th day of December, 1945

WITNESS to the above signatures:-

Gilbert G. Rhodes,
139,142, Copthall House,
Copthall Avenue, E.C.2.
Chartered Accountant

THE COMPANIES ACT 1929
& THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

Millett, Levens (Engravers) Limited

1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these regulations. ✓

2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

4. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two or more than ten in number.

5. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

6. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

7. The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any

Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.

8. The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 7 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.

9. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DONALD IVOR KAYE,
57, Fairview Rd.,
South Tottenham.
London. N.15

Clerk

R. F. T. Nicholls,
67, York Rd.,
Chingford. E.4

Clerk

DATED this 27th day of December 1945

WITNESS to the above signatures:-

Gilbert G. Rhodes,
139,142, Copthall House,
Copthall Avenue, E.C.2
Chartered Accountant

402792 / 72

✓ MAM

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MILLETT, LEVENS (ENGRAVERS) LIMITED

NOW GEC TELECOMMUNICATIONS
(OVERSEAS SERVICES)
LTD

C/N 17/6/81

At an Extraordinary General Meeting of the Company held at Telephone Works, Coventry CV3 1HJ on Wednesday, 17th June 1981 the following resolutions were passed as SPECIAL RESOLUTIONS of the Company:

1. RESOLVED

THAT the provisions of the Memorandum of Association of the Company be altered by deleting the present Clause 3 and substituting therefor the new Clause 3 now submitted to the meeting and for the purpose of identification signed by the Chairman thereof.

2. RESOLVED

THAT the Regulations contained in the document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.



.....
Chairman



402792

3. The objects for which the Company is established are: -


- (1) To carry on the businesses of electrical, electronic, communications, signalling, control, nuclear, mechanical, chemical, lighting and heating engineers and manufacturers, manufacturers and dealers in supervisory and data processing equipment of all kinds, producers and suppliers and distributors of power and of radiated energy for all purposes, and of toolmakers, metal workers, metal foundries, machinists, millwrights, converters and manufacturers of iron steel and all other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, metallurgists, physicists, glass makers and workers, manufacturers of plastics and other synthetic materials, gas makers, photographers, printers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus of all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.


Engineers
Stamps


0799




[Handwritten signature]

- (2) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
 - (3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
 - (4) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
 - (5) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
 - (6) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
 - (7) To carry on business as bankers, capitalists, financiers and merchants.
 - (8) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
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- (9) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (10) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
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- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital, and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
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- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital, and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
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- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.



- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in



such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1916, or of any Act amending extending or re-enacting the same.


Approved.
C. J. M. A.
17-6-81

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

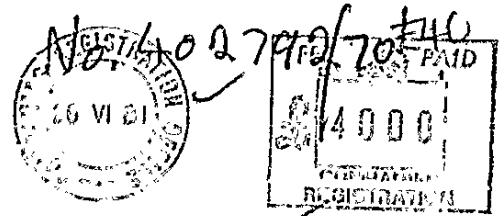
- of -

MILLETT, LEVENS (ENGRAVERS) LIMITED

- =====
1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
 3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 4. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than ten in number.
 5. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
 6. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
 7. The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.
 8. The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 7 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.
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9. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Approved.
Ed. W. W. W.
18-6-81



THE COMPANIES ACT 1948

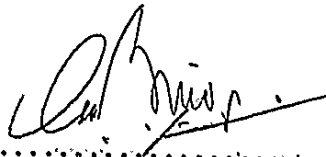
COMPANY LIMITED BY SHARES

MILLETT, LEVENS (ENGRAVERS) LIMITED

At an Extraordinary General Meeting of the Company held at Telephone Works, Coventry CV3 1HJ on Wednesday, 17th June 1981, the following resolution was passed as a SPECIAL RESOLUTION of the Company:

RESOLVED

THAT with the consent of the Department of Trade the name of the Company be changed to GEC Telecommunications (Overseas Services) Limited.


.....
Chairman



£40 in notes

JX08	631654
DW30	350929
DW54	583934
DX16	182603
DT35	503226
DX41	948963
DX43	858144
DY16	978944

£5

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 402792

71

I hereby certify that

MILLETT, LEVENS (ENGRAVERS) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

Given under my hand at Cardiff the

13TH JULY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

402792/91

GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD AT TELEPHONE
WORKS, COVENTRY CV3 1HJ ON 29TH SEPTEMBER 1986

PRESENT :

Corporate Representative for :

Mr. P.H.A. Nutt
(Chairman)

Associated Electrical Industries Holdings Ltd

Mr. M.J. Wood

The General Electric Company plc

The Secretary read the notice convening the Meeting.

The Chairman reported that in order to enable the Company to be effective with its applications for prequalifications necessary to tender for business in certain foreign territories it was necessary to increase the Company's authorised and issued Share Capital and give the Directors the power to allot such shares in accordance with the Companies Act 1985.

RESOLVED

1. THAT the authorised share capital of the Company be and it is hereby increased to £100,000 by the creation of 99,000 Ordinary Shares of £1 each ranking in all respects pari passu with the existing shares of the Company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company up to a maximum nominal amount of £99,000, such authority to expire on 29th September 1987.



Chairman

1300 1986

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[1212]

402792

Name of company

* GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED.

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29th September 1986 the nominal capital of the company has been
increased by £99,000 beyond the registered capital of £1,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:
The additional Ordinary shares rank pari passu with the
existing authorised and issued share.

Please tick here if
continued overleaf† delete as
appropriate

Signed

[Director][Secretary]† Date 9.10.86.Presentor's name address and
reference (if any):

For official Use

General Section



Post room



Company Number 402792 / 93

INCREASE ITS DOCS 91-192.

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

29th September 1986

At an Extraordinary General Meeting of the Company duly convened and held on 29th September 1986 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

"RESOLVED

1. THAT the authorised share capital of the Company be and it is hereby increased to £100,000 by the creation of 99,000 Ordinary Shares of £1 each ranking in all respects pari passu with the existing shares of the Company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company up to a maximum nominal amount of £99,000; such authority to expire on 29th September 1987.
3. THAT upon the recommendation of the Directors; the sum of £99,000 being part of the amount standing to the credit of the Company's reserves be capitalised and accordingly that the Directors be and they are hereby authorised and directed to appropriate such sum to the persons who were registered as holders of the Ordinary Shares in the capital of the Company at the close of business on 28th September 1986 and to apply such sum on their behalf in paying up in full 99,000 Ordinary Shares of £1 each in the capital of the Company; such Ordinary Shares to be allotted and issued credited as fully paid up to and amongst the said shareholders in the proportion of their existing shareholding."

Lawrence A. [Signature]

CHAIRMAN



Touche Ross & Co.
Hill House
1 Little New Street
London EC4A 3TR
Telephone: National 01 353 8011
International +44 1 353 8011
Telex: 884739 TRLNDN G
Telecopier (Gp. 3): 01 583 8517

 **Touche Ross**

Chartered Accountants

402792

Our Ref: WAC/AVM/VH/0810A

20 January 1989

The Board of Directors,
GEC Plessey Telecommunications Holdings Limited,
Vanwall Business Park,
Vanwall Road,
Maidenhead,
Berkshire SL6 4UN

Dear Sirs,

GEC Telecommunications Limited
GPT Computers Limited (formerly GEC Computers Limited)
GPT Reliance Limited (formerly GEC Reliance Limited)
GEC Telecommunications (Overseas Services) Limited

We hereby tender our resignation as auditors to the above companies with effect from the above date,

In accordance with Section 390(2) Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the companies concerned.

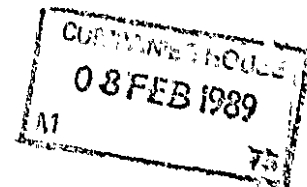
Yours faithfully,



Aberdeen, Birmingham, Bracknell, Bristol, Cardiff, Chepstow, Crawley, Dartford,
Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes,
Newcastle upon Tyne, Newport, Swansea, and Wolverhampton

Principal place of business at which a list of partners' names is available:
Hill House, 1 Little New Street, London EC4A 3TR

Authorised by the Institute of Chartered Accountants in England and Wales
to carry on investment business



Touche Ross International

G

COMPANIES FORM No.325a

**Notice of place for inspection of
a register of directors' interests
in shares etc. which is kept in a
non-legible form, or of any change
in that place****325a**Please do not
write in
this margin

Pursuant to the Companies (Registers and Other Records) Regulations 1985

Note: For use only when the register is kept by computer or in some other non-legible form

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

--	--	--	--

Company number

402792

Name of company

* GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

* insert full name
of company

gives notice, in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1985, that the place for inspection of the register of directors' interests in shares and/or debentures which the company keeps in a non-legible form is [now]†:

† delete as
appropriate

VANWALL BUSINESS PARK, VANWALL ROAD, MAIDENHEAD, BERKSHIRE

Postcode SL6 4UN

Signed

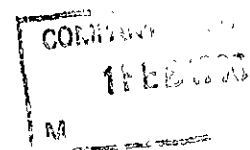


—{Director}[Secretary]† Date

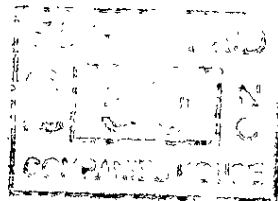
31 JAN 1990

Presentor's name address and
reference (if any):For official Use
General Section

Post room



COMPANY NUMBER 402792



GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

The following Resolution was passed by the above named Company at an Extraordinary General Meeting on 9 December 1992 as a Special Resolution.

SPECIAL RESOLUTION

That the Company changes its name to GPT Middle East Limited.

.....
Chairman

9 December 1992

5470



1 cheque
of £200.00
(100093)
Midlands

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 402792

The Registrar of Companies for England and Wales hereby certifies that

GEC TELECOMMUNICATIONS (OVERSEAS SERVICES) LIMITED

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

GPT MIDDLE EAST LIMITED

Given at Birmingham, the 10th December 1992

A handwritten signature in cursive script, reading "Cheryl Shaw".

CHERYL SHAW

For The Registrar Of Companies



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