

THE COMPANIES ACT 1985

D.P.S. 11
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Chairman

A PRIVATE COMPANY LIMITED BY SHARES

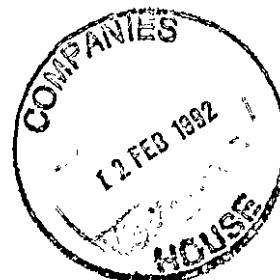
MEMORANDUM OF ASSOCIATION*

OF

INTERNATIONAL AERADIO LIMITED

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1. The name of the Company is "INTERNATIONAL AERADIO LIMITED."
 2. The Company is to be a private company.
 3. The registered office will be situate in England.
 4. The objects for which the Company is established are:-
 - (1) To send and receive signals, messages and communications to and from aircraft, dirigibles and all other vehicles propelled in the air and to send and receive signals, weather reports, messages and communications of all kinds and descriptions and to create, install and operate systems of communication in all parts of the world and to improve and prosecute the art and business of electric communication and to radiate, receive and utilise electro-magnetic waves.
 - (1)(a) To design, operate, manage, construct and maintain aerodromes, tracks or any surfaces together with all necessary and suitable buildings therefor and services ancillary thereto whether on the Company's

* (Amended by Special Resolution dated 7 February 1992)



own behalf or on behalf of others and whether commercially or by way of experiment or research or for any other purposes.

- (1)(b) To carry on the business of printers, engravers, publishers, book and print sellers, book binders and art journalists, manufacturers and distributors of and dealers in engravings, prints, drawings and any written, engraved, painted or printed productions in all their branches and to reproduce by photography by off-set duplicating, by silk screening or any other means.
- (2) To lay out, establish, acquire, construct, lease, own, provide, maintain, install, equip and operate stations and plants for transmitting, broadcasting, receiving and utilising electro-magnetic waves and to construct and install all electric, generating and power stations, dynamos and other equipment necessary or desirable therefor in connection with the business of the Company.
- (3) To establish, acquire, lease, own, provide, maintain, install, equip and operate testing grounds, slipways, waterways, hangars, garages, warehouses, wharfs, quays, docks, works, factories, workshops, buildings, offices, hotels, restaurants, shops, vessels, aircraft, projectiles and flying machines of all kinds whether self-propelled or otherwise, vehicles and other accommodation or facilities for or in connection with the business of the Company and to subsidise or otherwise assist or take part in any such objects and to provide dwelling-houses, rest-houses and other accommodation for employees of the Company.
- (4) To lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell or otherwise dispose of, trade in and deal with wireless and radio sets, navigational aids, systems and appliances and electrical commercial appliances of whatever nature and

description in all parts of the world and to make tests and improvements for the purpose of developing and improving the same; to act as experts and general designing specialists and agents.

- (5) To install, equip and maintain all kinds of communicating and receiving apparatus, wireless, radio or otherwise, on all aircraft and other vehicles propelled in the air or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.
- (6) To make and carry into effect arrangements and agreements with Her Majesty's Government, and with the Governments of British Dominions and Colonies and foreign states, Air Transport undertakings and agencies, railway companies, shipowners, shippers and others for all or any purposes of the Company.
- (7) To act as radio or wireless or electrical engineers, contractors and manufacturers, and to prepare plans and designs for the construction, installation, maintenance and operation of wireless receiving and transmitting stations in the air and on, above or under land or water and to manage or assist in the management of any such stations which may be established or maintained by or belong to any government, municipality, authority, corporation, company, body or person upon such terms as the Company may consider expedient.
- (8) The purposes, objects and powers of the Company shall be construed to include and embrace communications by wire line facilities as fully and to the same extent as its purposes, objects and powers apply or relate to radio communications and facilities, including, but without limitation, the power to lease or otherwise acquire and operate wire line circuits and facilities for the transmission of communications for or relating to aviation.

- (9) To promote, establish, maintain, develop and carry on any school for the training and instruction of the Company's staff and others, or to make arrangements for such training or instruction, and to subsidise or otherwise assist or take part in any such objects.
- (10) To deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in such business and to manufacture such articles and things.
- (11) To undertake the conduct, management, agency and administration on behalf of any other corporation, company, body or person, of any business or undertaking of a kind which the Company is authorised to carry on.
- (12) To adopt such means of making known the services afforded by the Company and the countries and places which it serves as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (13) To make and carry into effect arrangements by way of partnership, co-ownership, working agreement or co-operation, or for sharing or pooling receipts, expenses, profits or losses, or for reciprocal or other concession, or for the interchange of business accommodation and facilities or otherwise with any corporation, company, body or person carrying on or proposing to carry on or engage in any business or transaction capable of being conducted in conjunction with, or so as to benefit, the Company.
- (14) To make and carry into effect arrangements with any government, municipality or authority that may seem conducive to the furtherance of the Company's objects or any of them and to obtain from any such government, municipality or authority or otherwise any charter, right,

privilege or concession which it may be deemed desirable to obtain and to carry out and exercise the same and comply with the conditions thereof.

- (15) To acquire on any terms, carry on and develop the whole or any part of the business, undertaking or assets of any corporation, company or person carrying on any business or undertaking of a kind which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (16) To amalgamate with any other company having objects altogether or in part similar to those of the Company upon such terms (including terms as to the issue or acceptance by the Company of fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, stocks or securities, and the acceptance of liabilities) as the Company may think fit.
- (17) To guarantee all or any liabilities of and to assist or subsidise any customer of the Company or any corporation, company or person having objects similar to those of the Company or carrying on a business or undertaking of a kind which the Company is authorised to carry on.
- (18) To lend money to, and guarantee or undertake the obligations of and the payment of dividends and interest on, and for repayment or payment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations of, any company, in any case in which such loan, guarantee or undertaking may be considered likely, directly or indirectly, to further the objects of the Company or the interests of any of its members.
- (19) To acquire any real or personal property wherever situate or any estate, share or interest therein, or any option or other right in relation thereto, either absolutely or by

way of lease, hire or otherwise, or any right, concession or privilege which the Company may think necessary, convenient or suitable for its objects.

- (20) To obtain or acquire by application, purchase, licence or otherwise and to exercise and use and to grant licences to others to exercise and use patent rights, concessions or other protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such rights, concessions or protection, and to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (21) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (22) To sell, exchange, lease, let, grant licences, easements and other rights over, or otherwise dispose of, or deal with, any real and personal property, assets, business, rights and effects of the Company or the undertaking of the Company, or any part thereof, or any option or other right in relation thereto, or any share or interest therein for such consideration and generally on such terms as the Company may determine.
- (23) On any sale, disposition, or arrangement by or with the Company to accept payment, in whole or in part, in cash payable by instalments or otherwise, fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, debentures or any other securities whatever and

subject or not to any restriction as to transfer or otherwise and generally on such terms as the Company may determine.

- (24) To promote or aid in the promotion of any company or companies for the purpose of acquiring the business or undertaking or assets of the Company or any part thereof or for any purpose deemed calculated to benefit the Company directly or indirectly.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in the shares, stocks or securities of any company promoted by the Company or carrying on or proposing to carry on any business or undertaking of a kind which the Company is authorised to carry on.
- (26) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or obtaining any statutory powers or provisional order or otherwise furthering the interests of the Company or its members and to oppose any such steps taken by any other authority, corporation, company, body or person, which may be considered likely directly or indirectly to prejudice or affect the interests of the Company or its members.
- (27) To make donations or grant gratuities, pensions or allowances or participations in profits or otherwise to and to establish, support, organise and contribute to schemes for the benefit of, officers or employees or former officers or employees of the Company, or its predecessors in business, or the dependants, relations or connections of such persons, or any other persons, or for any objects, and

to establish and support and subscribe to or aid in the establishment or support of associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or any of its members.

- (28) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by and create and issue bonds, debentures, debenture stock, perpetual or redeemable, mortgages, or negotiable or other instruments, to mortgage or charge all or any of the property and uncalled capital or the undertaking of the Company, or any part thereof, to purchase any securities so issued and to receive deposits of money on any terms.
- (29) To make, accept, endorse, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (30) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (31) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (32) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (33) To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend money to any person or company and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company.

- (34) To distribute amongst the members of the Company in specie any property of the Company.
- (35) To do all or any of the above things in any part of the world and either alone or in conjunction with others, and either as principals or by or through agents, trustees, contractors or otherwise.
- (36) To do all other things whatsoever, whether of the like or other nature, which may be conveniently carried on and done in connection with the Company's objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.
- (37) 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 incorporated or resident in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or name of the Company.

5. The liability of the members is limited.

*6. The share capital of the Company is £21,000,000 divided into 21,000,000 shares of £1 each.

*The share capital was increased from £1,500,000 to £2,100,000 by Ordinary Resolution passed on 20th March 1974 and from £2,100,000 to £21,000,000 by Special Resolution passed on the 30th December 1983.

WE, the several persons whose names, addresses and descriptions 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
DAVID STEBBINGS 1, Bank Buildings, Princes St, London EC2 Solicitor's Articled Clerk	One "A" Share
GEORGE J WILLIAMS 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
A W WOOD 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
L A M MACKAY 1, Bank Buildings, Princes St, London EC2 Solicitor's Clerk	One "A" Share
E T HORNE 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
B KIRBY 1, Bank Buildings, Princes St, London EC2 Law Clerk	One "A" Share
H G G COX 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share

Dated this 1st day of January, 1947.

Witness to the above Signatures:-

LESLIE E PEPPIATT
1, Bank Buildings, Princes St
London EC2
Solicitor

These are the Articles of Association referred to in
the Special Resolution passed on 7 February 1992.

No. 427272

D.P. Savill
Chairman

**** THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES**

***ARTICLES OF ASSOCIATION OF
INTERNATIONAL AERADIO LIMITED**

PRELIMINARY

1 (a) The regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

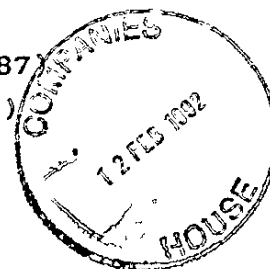
ALLOTMENT OF SHARES

2 (a) Shares which are comprised in the authorised share capital of the Company from time to time shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (b) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

*(Altered by Special Resolution passed on 15 October 1987)

** (Altered by Special Resolution passed on 7 February 1992)



- (c) No shares of the Company shall be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium.

GENERAL MEETINGS AND RESOLUTIONS

3 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

4 Clause 41 in Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.

APPOINTMENT OF DIRECTORS

5 (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation. Accordingly, Clauses 73 to 77 (inclusive) in Table A shall not apply to the Company and no reference to retirement by rotation in Clauses 67 and 78 in Table A shall apply to the Company. The first sentence only of Clause 79 in Table A shall apply to the Company.

(d) A company for the time being the holding company of the Company within the meaning of Section 736 of the Act or a Member or Members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company 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 addition to the existing Directors or to fill any vacancy, and to remove from office any Director so appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the person or persons making the same, or in the case of a Company signed by one of its Directors or Officers on its behalf, and shall take effect upon lodgement at the registered office of the Company.

(e) The Company may by ordinary resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director.

BORROWING POWERS

6 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject to Section 80 of the Act (if applicable), to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

7 (a) An Alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such

appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an Alternate Director to represent more than one Director, and an Alternate Director shall be entitled at any meeting of the Directors or of any Committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

PROCEEDINGS OF DIRECTORS

8 (a) A Director may vote, at any meeting of the Directors or of any Committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

SEAL

9 (a) Clause 101 in Table A shall not apply to the Company.

(b) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf.

(c) Every instrument to which the Seal shall be affixed shall be signed in any of the following manners:-

(i) by one Director and the Secretary;

(ii) by two Directors;

(iii) by a person duly authorised by the Directors either generally or in relation to specific instruments or instruments of specific descriptions.

(d) Notwithstanding the provisions of Clause 72 in Table A, a Committee authorised by the Board for the purposes of paragraph (b) of this Article may consist entirely of one or more persons other than Directors.

INDEMNITY

10 (a) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.