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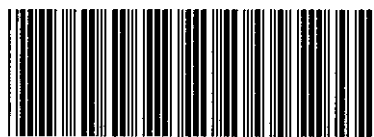
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 713317

The Registrar of Companies for England and Wales hereby certifies that
GEC-MARCONI AVIONICS OVERSEAS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MARCONI AVIONICS OVERSEAS LIMITED

Given at Companies House, Cardiff, the 11th November 1998



C00713317A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

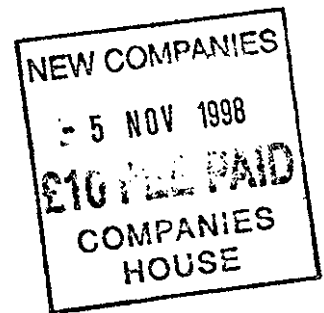


C O M P A N I E S H O U S E

HC006B

No. 713317

The Companies Acts 1948 to 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC-MARCONI AVIONICS OVERSEAS LIMITED

Passed 28th October, 1998

At an **EXTRAORDINARY GENERAL MEETING** of the above Company duly convened and held at The Grove, Warren Lane, Stanmore, Middlesex on the 28th October, 1998 the following resolution was passed as a **SPECIAL RESOLUTION:-**

"RESOLVED:-

**THAT the name of the Company be changed
to MARCONI AVIONICS OVERSEAS LIMITED."**

A handwritten signature in cursive script, appearing to read "E. A. Peachey".

E. A. PEACHEY
Chairman of the Meeting

