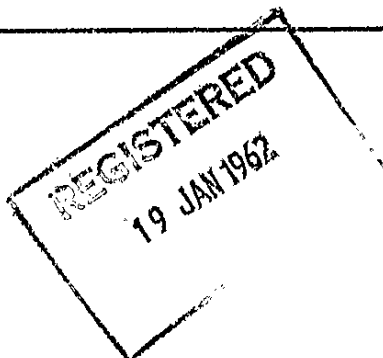


Number of } 713317 / /
Company }

THE COMPANIES ACT, 1948.



DECLARATION of Compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15(2) of the Companies Act, 1948.

me }
f }
pany } **DeVax Controls Limited**

nted by

J. Daltrop,

34 Portland Place,

London, W.1.

Tollit & Harvey Ltd.

(COMPANY REGISTRATION SERVICE DEPT).

**40, GRESHAM STREET,
LONDON, E.C.2**

SPECIALIST COMPANY PRINTERS & STATIONERS
Tel. MONarch 8571.

HOUSE,
STREET,
NSTER, S.W.1.
HITEHALL 1151

BUSH HOUSE,
STRAND,
W.C.2.
TEL. TEMPLE BAR 4247



3, George Charles Fairbanks,

of White Lodge, Holwood Park Avenue,

Farnborough, Kent.

(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."

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

of DeVar Controls

Limited, and that all the requirements of the Companies Act,
1948, 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 Christham in the
County of Kent

the 9th day of January
one thousand nine hundred and sixty four

Before me,

NORMAN L. BYWAT
SOLICITOR
Commissioner for Oaths

A Commissioner for Oaths. (b)

(b) or a Notary Public or Justice of the Peace.

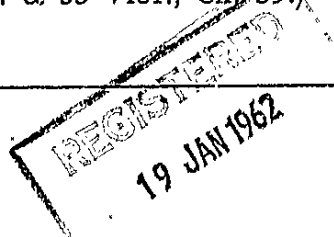
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Number of }
Company }

713317/2

THE STAMP ACT 1891.

(54 & 55 Vict., CH. 39.)



Statement of the Nominal Capital

OF

DeVar Controls

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

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

Presented by

J. Daltrop

34 Portland Place, W.1.

Tollit & Harvey Ltd.

(COMPANY REGISTRATION SERVICE DEPT.)

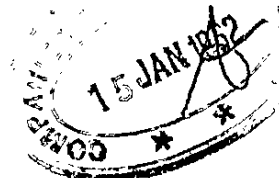
40, GRESHAM STREET,
LONDON, E.C.2.

SPECIALIST COMPANY PRINTERS & STATIONERS

Tel. MONarch 8571

DACRE HOUSE,
DACRE STREET,
WESTMINSTER, S.W.1.
TEL. WHITEHALL 1151

BUSH HOUSE,
STRAND,
W.C.2.
TEL. TEMPLE BAR 4247



THE NOMINAL CAPITAL

OF

DeVar Controls

LIMITED

is £ 100, divided into 100

Shares of £ 1 each

Signature

Haedrop

Description Secretary

Dated the 8th Day of January 19 62

NOTE.—This margin is reserved for Binding, and must not be written across.

713317 / 3



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

—OF—

DeVar Controls Limited

1. The name of the Company is "DeVAR CONTROLS 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 manufacture, assemble, repair, convert, sell and otherwise deal in control systems and articles of all kinds in connection with the control, operation and indication by electronic, electrical, mechanical, pneumatic and other means of manufacturing processes.

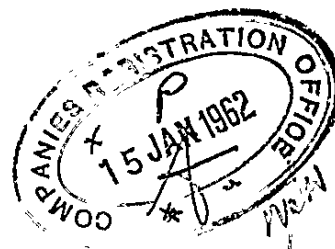
(B) To carry on business as electronic, electrical, mechanical, hydraulic, civil, constructional, marine, general and aeronautical engineers and contractors, and to design, manufacture and deal in plant, machinery, tools, machine tools, equipment, apparatus, implements and hardware of all descriptions.

(C) To carry on the business of founders, fitters, machinists, toolmakers, brass-founders, metal-workers, metal makers, wire-drawers, boiler-makers, millwrights, tube-makers, iron and steel converters, smiths, moulders, casters, smelters, refiners, pattern-makers, core-makers, diecasters, die-makers, machine-makers, stampers, fettlers, mechanics, erectors, assemblers, welders of all materials, chemists, metallurgists, electro-nickel and chromium platers, oxidisers, bronzers, lacquerers, enamellers, japanners, annealers, malleableizers and vulcanizers.

(D) To act as selling, buying or general agents for any person, firm or company, carrying on any such business as aforesaid, and to carry on business as engineers or general merchants and factors.

(E) To carry on any other business, whether manufacturing or otherwise, which it may be found convenient to undertake in connection with or in addition to any of those enumerated above.

(F) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds whether for the purpose of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.



(G) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(H) To purchase or otherwise acquire any estate or interest in any property or assets, or any concessions, licences, grants, patents, trade marks, or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and make experiments and tests to carry on all kinds of research work.

(I) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future), and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(J) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.

(K) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(L) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(M) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.

(O) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely, directly or indirectly, to further the objects of the Company or in the interests of its members.

(Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such person or otherwise advance the interests of the Company or of its members, and to establish and contribute any scheme for the

purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(R) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(S) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company: Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance or industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Act 1909 to 1946, or 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 £100, divided into 100 shares of £1 each. /

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
Valerie Barnes, 106, Blamwell Road, Rus Ebbw Vale, S.E.9. Secretary	one
Brenda Straus, 72 Bourne, Hendon, N.W.4. Secretary	one

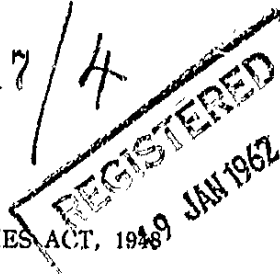
Dated this 8th day of January, 1962.

Witness to the above Signatures:—

S. Athol Leigh
57 Belsize Park,
N.W.3.
Secretary



713317 / 4



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Articles of Association

—OF—

DeVar Controls Limited

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly:—

(A) The rights to transfer shares in the Company shall be restricted in manner hereinafter appearing.

(B) The number of 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 or more shares in the Company jointly they shall, for the purposes of this paragraph, be treated as a single member.

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

3. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company, together with such evidence as the Directors may require; and, if such requirements are not complied with, may withhold any dividends or other payments due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons).

CAPITAL

4. The original capital of the Company is £100, divided into 100 ordinary shares of £1 each.

SHARES

5. Save as the Company may by Ordinary Resolution otherwise direct, all new shares shall before issue be offered to the members holding ordinary shares in proportion as nearly as circumstances admit to their existing holdings of such shares. The offer shall be made by notice in writing specifying the number of shares offered, and limiting a time within which the offer if not accepted, will be deemed to be declined, and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares, which (by reason of the ratio which the number of new shares bears to the number of ordinary shares held by the members) cannot in the opinion of the Directors be conveniently offered under this Article.

LIEN

6. The liens given by clause 11 of Table A, Part I, shall extend to every share in the capital of the Company, whether fully paid or not.

TRANSFER OF SHARES

7. Subject to the provisions of clause 24 of Table A, Part I, any share may at any time be transferred to a person who is already a holder of shares in the capital of the Company for the time being. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

8. Two members present in person or by proxy shall be a quorum at any General Meeting. Clause 58 of Table A, Part I shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I, shall be modified accordingly.

10. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notices of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been 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.

DIRECTORS

11. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than one or more than five in number unless the Company in General Meeting otherwise resolve. The first Directors shall be George Charles Fairbanks and such other persons as shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clauses 75 of Table A, Part I, shall not apply to the Company.

12. The Company may by Ordinary Resolution vote remuneration to the Directors or any Director and either for one year or for any longer or shorter period.

13. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of Committees of the Directors, or General Meetings, or which he may otherwise incur in or about the business of the Company.

14. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clauses 77 of Table A, Part I, shall not apply to the Company.

15. The words "by Ordinary Resolution" shall be inserted after the words "unless the Company" in clause 78 of Table A, Part I.

BORROWING POWERS

16. The proviso to clause 79 of Table A, Part I, shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

17. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I, shall not apply to the Company.

18. The Directors may establish or concur in or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contribution out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following Article shall include any Director who may hold or have held any executive office or other office or place of profit or have been appointed to exercise special powers or authorities) and ex-employees of the Company and its predecessors in business, and of any such other companies, and their dependents, or any class or classes of such persons.

19. The Directors may pay, enter into agreement to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

20. The office of a Director shall be vacated in any of the following events, namely:—

- (A) If he become prohibited by law from acting as a Director.
- (B) If (not being an Executive Director holding office as such for a fixed term) he resigns by notice in writing.
- (C) If he has a receiving order made against him or compound with his creditors.

- (D) If he be found lunatic or become of unsound mind.
 - (E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
 - (F) If he is requested in writing by all of his co-Directors to resign.
- Clause 88 of Table A, Part I, shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the same form, each signed by one or more of the Directors. Clause 103 of Table A, Part I, shall not apply to the Company.

ALTERNATE DIRECTORS

22. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such portion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointor may by notice in writing to the Company from time to time direct; but save as aforesaid shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present; and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

INDEMNITY

23. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by 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. Clause 136 of Table A, Part I, shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Valerie Barnes,
106, Clammarle Road,
New Eltham S.E.9. Secretary.

Brenda Straus,
72 Downage,
Hendon, N.W.4. Secretary.

Dated this 8th day of January 1962.

Witness to the above Signatures:—

S. Fulton Leigh
57 Belsight Park,
N.W.3.
Secretary.

DUPLICATE FOR THE FILE

No. 713317




Certificate of Incorporation

I Hereby Certify, that

DEVAR CONTROLS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Nineteenth** day of
January One Thousand Nine Hundred and Sixty **two.**


Assistant Registrar of Companies.

Certificate
received by

See Separate Record

Date

Number of Company 713317

143

The Companies Act 1948 to 1981
Company Limited by Shares
Special Resolution

Of De Var Controls Limited

Passed the Eighth Day of November 1982.

At the Annual General Meeting of the above named Company duly convened and held at GEC, p.l.c. Head Office Accounts, PO Box 34, Lichfield Road, Stafford.

On the Eighth Day of November 1982

The following resolution was duly passed:-

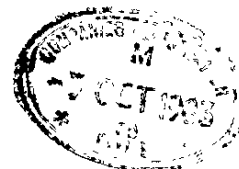
'That in accordance with Section 12 of the Companies Act 1981 the Company is dormant, and that Section 14 (1) of the Companies Act 1976 will not apply to the Company.'

Thus the Company would not appoint auditors and the auditors report on the accounts would not be prepared in respect of the accounts for the year ending 31st March 1983 and thereafter until further resolved.

Signed  Director

Signed  Secretary

Date 8th November 1982



22/10/93
The Companies Acts 1948 and 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

OF


DEVAR CONTROLS LIMITED

PASSED 8TH SEPTEMBER, 1993

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at The Grove, Warren Lane, Stanmore, Middlesex, HA7 4LY on the 8th September, 1993 the following resolutions were passed as SPECIAL RESOLUTIONS:-

"RESOLVED:-

1. THAT the name of the Company be changed to GEC-MARCONI AVIONICS OVERSEAS LIMITED."
2. THAT the Memorandum contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing memorandum thereof.
3. THAT the Regulations contained in the document submitted to the meeting and for the purposes 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."


E. A. PEACHEY
Chairman of the Meeting



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 713317

I hereby certify that

DEVAR CONTROLS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GEC-MARCONI AVIONICS OVERSEAS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 23 SEPTEMBER 1993

P. Bevan
P. BEVAN

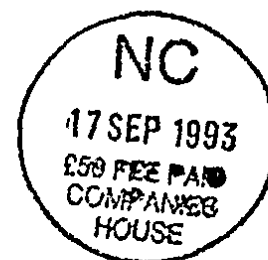
an authorised officer

No. 713317

22470

The Companies Acts 1948 and 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

OF

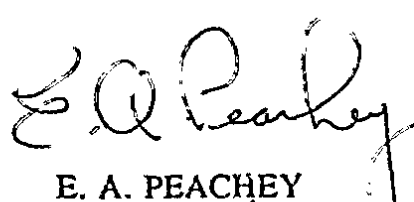
DEVAR CONTROLS LIMITED

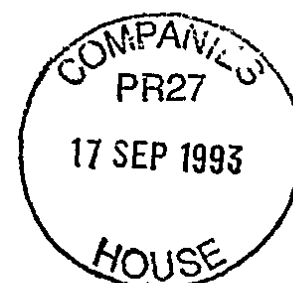
PASSED 8TH SEPTEMBER, 1993

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at The Grove, Warren Lane, Stanmore, Middlesex, HA7 4LY on the 8th September, 1993 the following resolutions were passed as SPECIAL RESOLUTIONS:-

"RESOLVED:-

1. THAT the name of the Company be changed to GEC-MARCONI AVIONICS OVERSEAS LIMITED."
- 2.- THAT the Memorandum contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing memorandum thereof.
3. THAT the Regulations contained in the document submitted to the meeting and for the purposes 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."


E. A. PEACHEY
Chairman of the Meeting



NO. 713317

The Companies Acts 1948 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

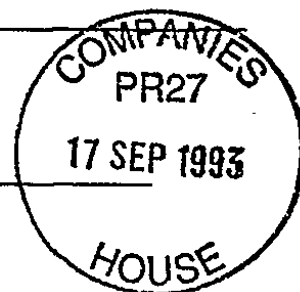
AND

ARTICLES OF ASSOCIATION

OF

GEC-MARCONI AVIONICS OVERSEAS LIMITED

Incorporated on the 19th day of January, 1962



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GEC-MARCONI AVIONICS OVERSEAS LIMITED

=====

1. The name of the Company is GEC-MARCONI AVIONICS OVERSEAS 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 trades or businesses of inventing, designing, developing, manufacturing, testing, repairing, buying, selling, letting on hire, factoring, importing, exporting or otherwise dealing in electrical, radio-telegraphic, radio-telephonic, telegraphic, telephonic, electronic, television, radar, automation, control, data processing, data display, depth sounding, direction finding and position finding apparatus, data processing software, semi-conductor devices and apparatus, spacecraft and satellites, safety and detonating devices for explosive apparatus, scientific apparatus and devices, apparatus for generating, testing, measuring or utilising fundamental particles, fluids, solids, power, pressure waves, electro-magnetic waves, electrical properties, magnetic properties, signals, distance, speed, time, temperature, pressure and weight, and instrument and appliances of every kind for use in connection with the transmission, control, reception and recording of signals, sounds, pictures, vision and other communication whatsoever and the component parts of all such apparatus, devices, instruments and appliances; to carry out research useful in connection with the above-mentioned trades or businesses; to provide services in respect of and to act as consultants or in any advisory capacity on any matter relating to the use or application of or the techniques of manufacturing, testing, repairing, operating and installing the above-mentioned apparatus devices, instruments and appliances and the component parts thereof; and to act as managers for or to supervise, direct or co-ordinate the activities or operations of or generally to collaborate or co-operate with any person, firm or corporation carrying on or engaged in or proposing to carry on or engage in any business or transaction within the objects of this Company.
 - (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agriculture, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of toolmakers, instrument makers, metal workers, boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal foundries, machinists, millwrights, converters and manufacturers of iron, steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and vitroc ceramic and the like materials of all kinds, manufacturers and workers of plastics and other synthetic materials and substances, makers, preparers, suppliers and dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant, and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and; of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and 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.
- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registered designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
 - (4) 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.
 - (5) 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.
 - (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
 - (7) 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 water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
 - (8) 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.
 - (9) To carry on business as bankers, capitalists, financiers and merchants.
 - (10) 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.
 - (11) 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.
 - (12) 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.

- (13) 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.
- (14) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (15) 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.
- (16) 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 debenture (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 of the Company of any obligation or liability it may undertake.
- (17) 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.
- (18) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instrument.
- (19) 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 Department 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 interest of the Company or of its Members.
- (20) 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.
- (21) 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.
- (22) 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.
- (23) 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.
- (24) 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.

- (25) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (26) To promote any other company for the purposes 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.
- (27) 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.
- (28) 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.
- (29) 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.
- (30) 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 grant annuities within the meaning of the Insurance Companies Act, 1958 (or any statutory amendment, modification or re-enactment thereof for the time being in force) or to reinsure any risks under any class of insurance business to which this Act applies.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

The Companies Acts 1948 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GEC-MARCONI AVIONICS OVERSEAS LIMITED

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1. The regulations contained in Table A prescribed under Section 8 of the Companies Act 1985 as in force at the date of adoption of these Articles (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, 25, 26, 28 (except for the words commencing with "The company" and ending with "is registered"), 73 to 80 (inclusive) and 87 in Table A shall not apply to the Company.

3. The General Electric Company, p.l.c. 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, p.l.c. by one of its directors, and shall take effect upon lodgement at the registered office of the Company. Regulation 90 of Table A shall take effect subject to this regulation.

4. The General Electric Company, p.l.c. 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 appointer 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 3 hereof. Regulations 72, 91 and 99 of Table A shall take effect subject to this regulation.

5. 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 well-being of the Company or of any such other company as aforesaid, or of any such persons 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 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.

The Companies Acts 1948 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GEC-MARCONI AVIONICS OVERSEAS LIMITED

Incorporated the 19th day of September, 1962