Company Number: 771516

BAE SYSTEMS ELECTRONICS OVERSEAS LIMITED

I hereby certify that the following is a true and fair copy of resolutions passed at the Annual General Meeting of the Company held on 16th November 2000:

Elective Resolutions

- (i) THAT, under the provisions of Section 252 of the Companies Act 1985, the Company dispense with the laying of Accounts and Reports before general meeting.
- (ii) THAT, under the provisions of Section 366A of the Companies Act 1985, the Company dispense with the holding of Annual General Meetings.
- (iii) THAT, under the provisions of Section 386 of the Companies Act 1985, the Company dispense with the annual appointment of Auditors.

Secretary

0222 04/12/00