

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 843480

The Registrar of Companies for England and Wales hereby certifies that  
GEC (SIXTY-ONE) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
MARCONI (SIXTY-ONE) LIMITED

Given at Companies House, Cardiff, the 15th February 2001



\*C00843480E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

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**GEC (SIXTY-ONE) LIMITED**

(COMPANY NO. 843480)

**WRITTEN RESOLUTION OF THE MEMBERS**

In accordance with the Articles of Association of GEC (Sixty-One) Limited (the "Company"), we, Associated Electrical Industries Limited and Associated Electrical Industries Holdings Limited being the Members of the Company who at the date of this resolution would be entitled to attend and vote at General Meetings of the Company hereby declare that the following resolution shall have effect as if passed as a Special Resolution by the Company in General Meeting and accordingly we resolve:

THAT the name of the Company be changed to Marconi (Sixty-One) Limited and that Clause 1 of the Company's Memorandum of Association be altered accordingly.



For and on behalf of  
Associated Electrical Industries Limited

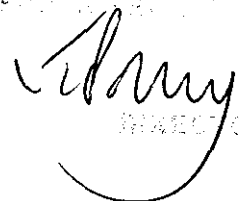
Dated: 1st February 2001



For and on behalf of  
Associated Electrical Industries  
Holdings Limited

Dated: 1st February 2001

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DIRECTOR

