

G**COMPANIES FORM No. 12****Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

--	--	--	--

2181266

Name of company

* ZEDLINES LIMITED

* insert full
name of CompanyI, John Richard Wilcoxof 197-199 City Road, London EC1V 1JN† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 197-199 City Road
London EC1V 1JN

Declarant to sign below

the twenty-third day of September
One thousand nine hundred and eighty seven
before me W. M. Matthews

~~A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.~~

Presentor's name address and
reference (if any):

STL Agency
197-199 City Road
London EC1V 1JN

01-251-4001

For official Use
New Companies Section

Post room

STL Law Forms

Stock reference 2579 (5/86)

Printed & published by Services to Lawyers Limited.



COMPANIES FORM No. 10

10

Statement of first directors
and secretary and intended
situation of registered office

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Name of company

* Insert full name
of company

* ZEDLINGS LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

197-199 CITY ROAD, LONDON	
Postcode	EC1V 1JN

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

STL AGENCY, 197-199 City Road, London	
Postcode	EC1V 1JN

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

STL AGENCY
197-199 CITY RD.,
LONDON EC1V 1JN
01-251 4001

For official Use
General Section

Post room

--	--

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
JOHN RICHARD WILCOX		Law Agent	
Previous name(s) (note 3)		Nationality	
Address (note 4) 197-199 City Road,		British	
London		Date of birth (where applicable)	
Postcode EC1V 1JN		(note 6) Not applicable	
Other directorships † SERVICES TO LAWYERS (AGENCY) LIMITED			
ASSOCIATION OF COMPANY REGISTRATION AGENTS LTD			
I consent to act as director of the company named on page 1			
Signature		Date 23-9-87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		ALAN WILLIAM FAULKNER	
Previous name(s) (note 3)			
Address (notes 4 & 7) 197-199 CITY ROAD, LONDON EC1V 1JN			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date 23-9-87	

delete if the form is signed by the subscribers

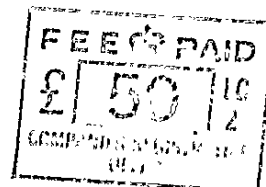
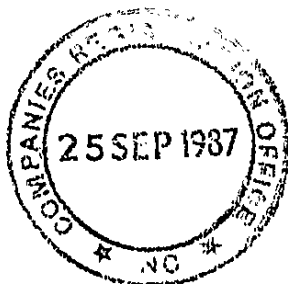
Signature of agent on behalf of subscribers		Date 23-9-87	
---	--	--------------	--

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

ZEDLINES Limited



2181266

1. The Company's name is ZEDLINES Limited
2. The Company's registered office is to be situated in England.
- 3A. The Company's objects are:-

(1) To carry on the business or businesses of general merchants and traders, importers, exporters, manufacturers, factors, hirers, letters on hire, mail order dealers, brokers, agents and dealers, both wholesale and retail, in all articles, goods, produce and items of commercial, industrial, scientific, personal, household, ornamental or other uses.

(2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers, for the sale and purchase of goods and services.

(3) To act as proprietors, owners, managers and operators of shops, offices, warehouses, workshops, factories, hotels, restaurants, cafes, houses, flats, holiday camps, amusement arcades, garages, cinemas, night clubs, theatres and all other premises considered beneficial by the Company and to act generally as transport contractors, newspaper and periodical vendors, tobacconists, travel agents, builders, building contractors, decorators, carpenters, joiners, civil, mechanical, heating, sanitary, electronic, electrical and general engineers, wine and spirit merchants, grocers, butchers, caterers, printers, publishers, stationers, funeral directors, stone masons, motor vehicle and caravan dealers and repairers, opticians, clothing merchants, tailors, chemists, pharmacists, drapers, turf and commission agents, draughtsmen, security advisers and consultants, and to deal in, manufacture and generally trade in any item, goods, produce or service conducive to, or beneficial to any of the foregoing.



24045 1420
713974

- B. To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or, in addition to, any of the aforesaid objects.
- C. To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.
- D. To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.
- E. To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge, or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled Capital.
- F. To apply for, purchase, develop, or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- G. To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- H. To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.
- I. To sell, lease, exchange, dispose of, turn to account, or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.
- J. To invest and deal with the monies of the Company not immediately required in such manner and on such conditions as may from time to time be determined.

- K. To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- L. To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatsoever.
- M. To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- N. To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.
- O. To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- P. To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.
- Q. To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- R. To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- S. To do any or any of the foregoing in any part of the world, either as principal, sole proprietor, agents, contractors, trustees, nominees, jointly with others, sub-contractors, franchisers or other that may be deemed conducive to the general objects of the Company.

And it is hereby declared the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or influence from the terms of any other sub-clause or by the name of the Company. None of the sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
ALAN WILLIAM FAULKNER 197-199 City Road, London EC1V 1JN	ONE
JOHN RICHARD WILCOX 197-199 City Road, London EC1V 1JN	ONE

Dated this 3rd July 1987

WITNESS to the above signatures:-

BRENDA ROHLER
197-199 City Road,
London EC1V 1JN

B. Rohler

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

ZEDLINES Limited

PRELIMINARY.

- 1 The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 24, 46, 64, 73-77, 94-97 and 113 shall not apply to the Company.

PRIVATE COMPANY.

- 2 The Company is a Private Company and accordingly, in compliance with Section 81 of the Companies Act 1985 ("the Act") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.

SHARES.

- 3 The Directors of the Company may, within a period of five years from the date of incorporation of the Company exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.
- 4(a) Subject to any direction given by the Company in General Meeting all shares to be issued shall be first offered to the existing members in proportion to the shares already held by them. The said offer shall be in writing, stating the number of shares the member is entitled to and stating a time limit (being not less than 21 days) whereafter the offer is deemed to have been declined.
- 4(b) Sections 89(1) and 90(1) to (6) of the Act shall not apply to the allotment of any equity security in the Company.

LIEN.

- 5 Regulation 8 of Table A shall be amended by the words "(not being a fully paid share)" being omitted.

TRANSFER OF SHARES.

- 6(a) Shares may be transferred to any person already a member of the Company (and to any member of that person's family as hereinafter defined. A person's family shall include only that person's spouse parent or child).
- 6(b) A member desiring to transfer shares other than in accordance with Articles 6(a) shall give written notice ("the transfer notice") to the Company of such intention. Such notice shall give particulars of the shares in question and may require that the shares the subject of the notice all be sold. The transfer notice shall constitute the Directors agents for the transferor for the purpose of selling such shares to the existing members of the Company at such price as shall be agreed between the Directors and the transferor or failing such agreement at the fair value thereof as fixed by the Company's auditors. A transfer notice once given may be withdrawn only with the consent of the Directors, but such consent shall not unreasonably be withheld.
- 6(c) The Directors shall offer the shares comprised in a transfer notice to the members of the Company in proportions as if the shares were to be disposed of by allotment under Article 4(a), and the transferor were not a member. If within twenty-eight days from the date of the transfer notice the Directors are unable to find a member or members willing to purchase any of such shares (or all of them if the transfer notice so requires) the transferor may dispose of so many shares as shall remain in any manner he may think fit within three months from the date of the transfer notice. If a member to whom the transferor becomes by reason of this Article obliged to transfer any shares fails, within fifty-six days of the transfer notice, to pay for such shares, the transferor shall (without affecting any liability the defaulting purchaser may have toward him in damages or otherwise) be entitled within a period of three months thereafter to transfer such shares as he may think fit.
- 6(d) If the transferor has in the transfer notice required that all the shares the subject of that notice be sold, he shall within the period of three months after the transfer notice be required to transfer all, or none of those shares.

- 6(e) In the event that a person refuses to transfer any shares which, by reason of these Articles he has become obliged to transfer, the Directors may appoint a person to execute such transfer on behalf of the defaulting transferor, and the Company may receive payment for such shares on behalf of the defaulting transferor, such receipt shall operate as a good discharge to the purchaser and the defaulting transferor shall be obliged to deliver to the Company the share certificates (if any) held by him in respect of those shares.

PROCEEDINGS AT GENERAL MEETINGS.

- 7 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any other person present in person or by proxy.
- 8 Business may be transacted at any meeting at which a quorum is present at the time the meeting proceeds to business and Regulations 40 and 41 of Table A shall be modified accordingly.

SECRETARY.

- 9 The first secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985.

DIRECTORS.

- 10 The number of Directors shall be not less than one nor more than seven. The first Directors shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985. A sole Director may exercise all the powers of the Directors and Regulation 90 of Table A shall be modified accordingly.
- 11 A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.
- 12 No person shall be appointed or re-appointed a Director at any general meeting unless:-

(i) he is recommended by the Directors; or

(ii) not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

- 13 Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

BORROWING POWERS.

- 14 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof, and may subject to Article 3 issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.

INDEMNITY.

- 15 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto.

NOTICES.

- 16 A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company. Regulation 115 of Table A shall apply save that the words "unless to the contrary" shall be deleted therefrom.

WINDING UP.

- 17 In Regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

CHAIRMAN'S CASTING VOTE.

- 18 The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Names and addresses of Subscribers

ALAN WILLIAM FAULKNER
197-199 City Road,
London EC1V 1JN

JOHN RICHARD WILCOX -
197-199 City Road,
London EC1V 1JN

Dated this 3rd July 1987

WITNESS to the above signatures:-

BRENDA ROHLER
197-199 City Road,
London EC1V 1JN

B. Rohler

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2181266

I hereby certify that

ZEDLINES LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 20 OCTOBER 1987

A handwritten signature in dark ink, appearing to read 'D.M.V. J. G.'.

D.M.V. J. G.

an authorised officer

Company Number 2181266

The Companies Act, 1985

RESOLUTION

- of -

Zedlines Limited

Passed on the 27th October 1987

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened, and held at 197-199 City Road, London EC1V 1JN on
27th October 1987 the following Special Resolution
was duly passed:-

RESOLUTION

That the name of the Company be changed to:-

SATELCOM (UK) LIMITED

SIGNED.....Director

Filed by
ref: RW/R747
STL AGENCY, 197-199 City Road, London EC1V 1JN





No. 2181266

ZEDLINES LIMITED

is now incorporated under the name of

SATELCOM (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 18 NOVEMBER 1987

an authorised officer

Number of Company 2181266

The Companies Act 1985

RESOLUTION

-of-

Zedlines Limited

(now called Satelcom (UK) Limited)

PASSED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at 197-199 City Road, London EC1 on
27th October 1987 the following Special Resolution was duly
passed:-

RESOLUTION

That the Memorandum of Association of the Company be amended by
the deletion therefrom of Clause 3A and the substitution
therefor of the new Clause 3A as contained in the updated
Memorandum & Articles attached herewith.

SIGNED.....DIRECTOR.

FILED BY

Ref: RW/R
STL AGENCY LIMITED
197-199 City Road,
LONDON EC1V 1JN

Tel No. 01-251 4001



THE COMPANIES ACT, 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SATELCOM (UK) LIMITED

1. The Company's name is SATELCOM (UK) LIMITED.
2. The Company's Registered Office is to be situate in England.
- 3A. The Company's objects are:-
 - (1) To carry on any or all of the businesses of manufacturers, importers, exporters, repairers of, hire, let on hire, wholesalers, retailers, general merchants and dealers in computers, computer hardware and software, computer operating systems, data processing systems, electronic and electrical equipment generally, and all ancillary systems and items; To act as agents and consultants for the service of computer hardware and software, consultancy programming, programming consultancy, data processing management consultancy, hardware evaluation, software programming and evaluation, turn key operation and computer bureau processing, education in use, to generally develop the scope and application of computers and all ancillary equipment and to hire out and sell any of the same.
 - (2) To write, develop, purchase, improve, and otherwise deal in programs and systems for computers and all ancillary equipment; to conduct training in other courses in the use, scope and application of computers and all related equipment; to operate, promote, and develop computer bureaux including hardware and software computer systems and programmes and package deals throughout the World.
 - (3) To carry on all or any of the businesses of computer bureau processing, computer analysis consultancy, computer control engineers, service engineers and consultants in respect of computers and office machines, software programming, consultancy and systems design, operator loan, organisation, methods and work study, office services, contractors and suppliers, including duplicating, typing, contract furnishing and to carry on any other business whatsoever which can in the opinion of the Company be advantageously carried on by the Company.

Name and Clause 3A changed pursuant to
Special Resolutions passed 27th October 1987

- B. To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or, in addition to, any of the aforesaid objects.
- C. To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.
- D. To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.
- E. To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge, or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled Capital.
- F. To apply for, purchase, develop, or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- G. To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- H. To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.
- I. To sell, lease, exchange, dispose of, turn to account, or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.
- J. To invest and deal with the monies of the Company not immediately required in such manner and on such conditions as may from time to time be determined.

- K. To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- L. To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatever.
- M. To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- N. To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.
- O. To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- P. To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.
- Q. To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- R. To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- S. To do any or any of the foregoing in any part of the world, either as principal, sole proprietor, agents, contractors, trustees, nominees, jointly with others, sub-contractors, franchisers or other that may be deemed conducive to the general objects of the Company.

And it is hereby declared the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or influence from the terms of any other sub-clause or by the name of the Company. None of the sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

4. The liability of the the members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses
of the subscribers.

Number of shares taken
by each subscriber.

ALAN WILLIAM FAULKNER,
197-199 City Road,
London EC1V 1JN

ONE,

JOHN RICHARD WILCOX,
197-199 City Road,
London EC1V 1JN

ONE

Dated the 3rd July 1987

WITNESS to the above signatures:-

BRENDA ROHLER
197-199 City Road,
London EC1V 1JN

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

SATELCOM (UK) LIMITED

PRELIMINARY.

- 1 The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 24, 46, 64, 73-77, 94-97 and 113 shall not apply to the Company.

PRIVATE COMPANY.

- 2 The Company is a Private Company and accordingly, in compliance with Section 81 of the Companies Act 1985 ("the Act") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.

SHARES.

- 3 The Directors of the Company may, within a period of five years from the date of incorporation of the Company exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.
- 4(a) Subject to any direction given by the Company in General Meeting all shares to be issued shall be first offered to the existing members in proportion to the shares already held by them. The said offer shall be in writing, stating the number of shares the member is entitled to and stating a time limit (being not less than 21 days) whereafter the offer is deemed to have been declined.
- 4(b) Sections 89(1) and 90(1) to (6) of the Act shall not apply to the allotment of any equity security in the Company.

LIEN.

- 5 Regulation 8 of Table A shall be amended by the words "(not being a fully paid share)" being omitted.

TRANSFER OF SHARES.

- 6(a) Shares may be transferred to any person already a member of the Company (and to any member of that person's family as hereinafter defined. A person's family shall include only that person's spouse parent or child).
- 6(b) A member desiring to transfer shares other than in accordance with Articles 6(a) shall give written notice ("the transfer notice") to the Company of such intention. Such notice shall give particulars of the shares in question and may require that the shares the subject of the notice all be sold. The transfer notice shall constitute the Directors agents for the transferor for the purpose of selling such shares to the existing members of the Company at such price as shall be agreed between the Directors and the transferor or failing such agreement at the fair value thereof as fixed by the Company's auditors. A transfer notice once given may be withdrawn only with the consent of the Directors, but such consent shall not unreasonably be withheld.
- 6(c) The Directors shall offer the shares comprised in a transfer notice to the members of the Company in proportions as if the shares were to be disposed of by allotment under Article 4(a), and the transferor were not a member. If within twenty-eight days from the date of the transfer notice the Directors are unable to find a member or members willing to purchase any of such shares (or all of them if the transfer notice so requires) the transferor may dispose of so many shares as shall remain in any manner he may think fit within three months from the date of the transfer notice. If a member to whom the transferor becomes by reason of this Article obliged to transfer any shares fails, within fifty-six days of the transfer notice, to pay for such shares, the transferor shall (without affecting any liability the defaulting purchaser may have toward him in damages or otherwise) be entitled within a period of three months thereafter to transfer such shares as he may think fit.
- 6(d) If a transferor has in the transfer notice required that all the shares the subject of that notice be sold, he shall within the period of three months after the transfer notice be required to transfer all, or none of those shares.

- 6(e) In the event that a person refuses to transfer any shares which, by reason of these Articles he has become obliged to transfer, the Directors may appoint a person to execute such transfer on behalf of the defaulting transferor, and the Company may receive payment for such shares on behalf of the defaulting transferor, such receipt shall operate as a good discharge to the purchaser and the defaulting transferor shall be obliged to deliver to the Company the share certificates (if any) held by him in respect of those shares.

PROCEEDINGS AT GENERAL MEETINGS.

- 7 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any other person present in person or by proxy.
- 8 Business may be transacted at any meeting at which a quorum is present at the time the meeting proceeds to business and Regulations 40 and 41 of Table A shall be modified accordingly.

SECRETARY.

- 9 The first secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985.

DIRECTORS.

- 10 The number of Directors shall be not less than one nor more than seven. The first Directors shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985. A sole Director may exercise all the powers of the Directors and Regulation 90 of Table A shall be modified accordingly.
- 11 A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.
- 12 No person shall be appointed or re-appointed a Director at any general meeting unless:-
- (i) he is recommended by the Directors; or
 - (ii) not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

- 13 Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

BORROWING POWERS.

- 14 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof, and may subject to Article 3 issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.

INDEMNITY.

- 15 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto.

NOTICES.

- 16 A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company. Regulation 115 of Table A shall apply save that the words "unless to the contrary" shall be deleted therefrom.

WINDING UP.

- 17 In Regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

CHAIRMAN'S CASTING VOTE.

- 18 The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Names and addresses of Subscribers

ALAN WILLIAM FAULKNER
197-199 City Road,
London EC1V 1JN

JOHN RICHARD WILCOX
197-199 City Road,
London EC1V 1JN

Dated this 24th June 1987

WITNESS to the above signatures:-

BRENDA ROHLER
197-199 City Road,
London EC1V 1JN

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2181266

Name of company

* SATELCOM (UK) LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	1	2
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Delete as
appropriate

Signed *R.G. Mann*
for Parker Bullen
(Company Secretaries) Limited
Authorised Signatory

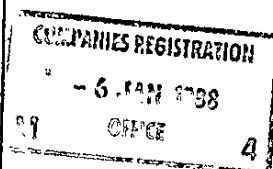
[Director][Secretary]† Date 30/12/87

Presentor's name address and
reference (if any):

PARKER BULLEN,
SOLICITORS,
45 CASTLE STREET,
SALISBURY, WILTS.
SP1 3SS

For official Use
General Section

Post room



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2181266

Name of company

* SATELCOM (UK) LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 29th December 1987 the nominal capital of the company has been increased by £ 19,900 beyond the registered capital of £ ~~100~~ (100).

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

SUBJECT TO THE RIGHT AND CONDITIONS AS SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

L. Jacobs

[Director] [Secretary] † Date 29/12/87

BTS

Presentor's name address and
reference (if any):

For official Use
General Section

Post room

COMPANIES REGISTRATION
- 6 JAN 1988
M OFFICE 4

Company no 2181266

The Companies Act 1985
Company Limited by Shares
Ordinary and Special Resolutions
of
Satelcom (UK) Limited

φ 4 12
φ 1 1φ

Passed the 29th day of December 1987

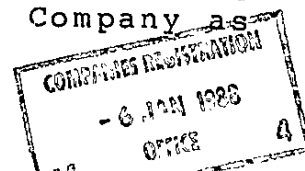
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following Resolutions were duly passed. Resolutions 1, 2 and 4 being passed as Special Resolutions and Resolution 3 being passed as an Ordinary Resolution.

RESOLUTIONS

1. That the Memorandum of Association with respect to its objects be amended by deleting Clause 3 (A) (i) thereof and substituting therefor the following:-

3(A)(i) To develop, manufacture, advertise, market and distribute data, voice and image equipment and the design, manufacture, sale, distribution and maintenance of computer hardware and software related electronic equipment.
2. That each of the existing ordinary shares of £1 each in the capital of the Company be forthwith converted into 1 'A' Share of £1 and the share capital of the Company be increased from £100 divided into 100 'A' Shares of £1 each to £20,000 by the creation of 9,700 new 'A' Shares of £1 each and 10,200 'B' Shares of £1 each having attached thereto the rights and conditions set out in the Articles of Association of the company adopted by Special Resolution 4 below.
3. That the Directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued shares in the authorised share capital of the Company PROVIDED THAT the authority hereby given:-

(a) shall be limited to the unissued shares in the authorised share capital of the Company as



increased by the preceding special Resolution.

- (b) shall expire on the day preceding the fifth anniversary of the date on which this resolution was passed unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
4. That the Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

D. Jacobs

L BTJ

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES
of
ASSOCIATION
of

SATELCOM (UK) LIMITED

(AS ALTERED BY SPECIAL RESOLUTIONS PASSED 29TH
DECEMBER 1987).

Date of Incorporation 20TH OCTOBER 1987

Registration Number 2181266



THE COMPANIES ACT, 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SATELCOM (UK) LIMITED

(AS ALTERED BY SPECIAL RESOLUTIONS PASSED 29TH
DECEMBER 1987).

1. The Company's name is SATELCOM (UK) LIMITED.
2. The Company's Registered Office is to be situate in England.
- 3A. The Company's objects are:-
 - 3(A) (i) To develop, manufacture, advertise, market and distribute data, voice and image equipment and the design, manufacture, sale, distribution and maintenance of computer hardware and software related electronic equipment.
 - (2) To write, develop, purchase, improve, and otherwise deal in programs and systems for computers and all ancillary equipment; to conduct training in other courses in the use, scope and application of computers and all related equipment; to operate, promote, and develop computer bureaux including hardware and software computer systems and programmes and package deals throughout the World.
 - (3) To carry on all or any of the businesses of computer bureau processing, computer analysis consultancy, computer control engineers, service engineers and consultants in respect of computers and office machines, software programming, consultancy and systems design, operator loan, organisation, methods and work study, office services, contractors and suppliers, including duplicating, typing, contract furnishing and to carry on any other business whatsoever which can in the opinion of the Company be advantageously carried on by the Company.

- B. To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or, in addition to, any of the aforesaid objects.
- C. To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.
- D. To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.
- E. To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge, or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled Capital.
- F. To apply for, purchase, develop, or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- G. To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- H. To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.
- I. To sell, lease, exchange, dispose of, turn to account, or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.
- J. To invest and deal with the monies of the Company not immediately required in such manner and on such conditions as may from time to time be determined.

- K. To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- L. To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatsoever.
- M. To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- N. To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.
- O. To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- P. To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.
- Q. To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- R. To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- S. To do any or any of the foregoing in any part of the world, either as principal, sole proprietor, agents, contractors, trustees, nominees, jointly with others, sub-contractors, franchisers or other that may be deemed conducive to the general objects of the Company.

And it is hereby declared the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or influence from the terms of any other sub-clause or by the name of the Company. None of the sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

4. The liability of the the members is limited.

5. The Company's share capital is 20,000 divided into 9,800 'A' shares of £1 each and 10,200 'B' shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses
of the subscribers.

Number of shares taken
by each subscriber.

ALAN WILLIAM FAULKNER,
197-199 City Road,
London EC1V 1JN

ONE,

JOHN RICHARD WILCOX,
197-199 City Road,
London EC1V 1JN

ONE

Dated the 3rd July 1987

WITNESS to the above signatures:-

BRENDA ROHLER
197-199 City Road,
London EC1V 1JN

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
OF
SATELCOM (UK) LIMITED

(Adopted by Special Resolutions passed 1987)

PRELIMINARY

- 1.1 In these Articles "Table A" means Table A in The Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force.
- 1.2 The regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. Regulations 2, 17, 24, 39, 40, 50, 64 and 73 to 80 inclusive in Table A shall not apply.

PRIVATE COMPANY

2. The Company is a private company as defined by the Act and the following provisions shall have effect:-
 - 2.1 The right to transfer shares of the Company shall be restricted as hereinafter provided.
 - 2.2 The Company shall not offer any of its shares or debentures to the public for subscription.

SHARES

3. In accordance with Section 91(1) of the Act Section 89(1) of the Act shall be excluded from applying to the Company.
4. The capital of the Company (at the date of adoption of these Articles) is £20,000, divided into 9800 "A" Shares of 1 each and 10,200 "B" Shares of each.
5. "A" Shares and "B" Shares shall constitute different classes of shares for the purposes of the Act but shall save as in these Articles expressly provided confer upon the holders thereof the same rights and rank pari passu in all respects.
6. Unissued shares in the capital of the Company for the time

being shall only be allotted as follows:

- 6.1 every allotment shall be of such number of "A" Shares and "B" Shares as is in proportion to the number of "A" Shares and "B" Shares then in issue;
 - 6.2 on the occasion of each allotment the "A" Shares and the "B" Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;
 - 6.3 no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - 6.4 as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;
 - 6.5 the maximum amount of relevant securities (as defined by section 80(2) of the Act) which the directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this article shall be authorised but as yet unissued Share Capital of the Company at the date of adoption of these Articles. The authority conferred on the directors by this article shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
7. Save as provided in article 6 the directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
 8. The lien conferred by regulation 8 in Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

NOTICES

- 9.1 Every notice calling 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 all notices and other communications relating to a General Meeting which any member is entitled to receive shall also be sent to the auditor for the time being of the Company.
- 9.2 A member whose registered address is within the United Kingdom or France shall be entitled to have notice given to him and Regulation 112 of Table A shall be modified accordingly.

- 9.3 The Company shall give notice to any member whose registered address is in France by sending it by air mail post and regulations 112 of Table A shall be modified accordingly.

TRANSFERS

10. The Directors shall register a transfer from the holder of "A" Shares to another holder of "A" Shares or a transfer from the holder of "B" Shares to another holder of "B" Shares but save as aforesaid may decline to register any transfer of shares.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any General Meeting unless a quorum is present. Two members present in person or by proxy (or, in the case of a member being a corporation, by representatives) shall be a quorum for all purposes provided that the share capital of the Company is divided into "A" and "B" shares one such member shall be the holder of an "A" Share and the other shall be the holder of a "B" Share.
12. The words "If at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting the meeting shall be dissolved" shall be added to Regulation 41 of Table A.
13. The Chairman of any meeting of the Company shall not have a second or casting vote, unless such vote is on a question of adjournment, and Regulation 50 in Table A shall be modified accordingly.

DIRECTORS

14. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than six.
15. The remuneration of the Directors, other than any remuneration for executive or other special services under Articles 16 and 19 which shall be determined as provided in those articles, shall be determined by the Directors subject to the approval of the Company in General Meeting and the adoption of the accounts of the Company shall be deemed to be approval of the Directors' remuneration disclosed in such accounts and also for the payment of a similar sum in the following year or proportionate if the accounts are for a period shorter or longer than one year and Regulation 82 in Table A shall be modified accordingly.
16. If any Director shall be called upon to perform extra services the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a meeting of the Directors of the Company, and such

remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

17. A Director who has declared an interest in a contract or proposed contract under Regulation 85 in Table A may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulations 94 and 95 of Table A shall be modified accordingly.
18. The Chairman of any meeting of the Directors or any committee thereof shall not have a second or casting vote and Regulation 88 in Table A shall be modified accordingly.
19. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.
20. Regulation 88 of Table A shall be modified by the exclusion of the words "it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom".
21. A notice calling a meeting of the Directors shall be in writing given to all of the Directors not less than two weeks before the meeting to which it relates and Regulation III of Table A shall be modified accordingly.

BORROWING POWERS

22. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.

DIVIDENDS AND RESERVES

23. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be

invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

24. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

CAPITALISATION OF PROFITS

25. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A the shares allotted to holders of "A" Shares shall forthwith on allotment automatically stand converted into "A" Shares and the Shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares.

G**COMPANIES FORM No. 353****353****Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2181266

Name of company

* SATELCOM (UK) LIMITED

* insert full name of company

† delete as appropriate

gives notice that the register of members is [now]† kept at:

45 CASTLE STREET,

SALISBURY,

WILTSHIRE.

Postcode SP1 3SS

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed N.A. Bowen
for Parker Bullen
(Company Secretaries) Limited
Authorised Signatory

Designation‡ SECRETARY

Date 14/06/89.

Presenter's name address and reference (if any):

PARKER BULLEN,
45 CASTLE STREET,
SALISBURY,
WILTS. SP1 3SS
(REF: RGM/SEV)

For official Use
General Section

Post room

15 JUN 89
M

G**COMPANIES FORM No. 353****Notice of place where register of members is kept or of any change in that place****353**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

2181266

Name of company

* SATELCOM (UK) LIMITED

* Insert full name of company

† delete as appropriate

gives notice that the register of members is [now]† kept at:

5 THE CARRONADES	
NEW ROAD	
SOUTHAMPTON	
HAMPSHIRE	Postcode SO2 0AA

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

RGM R.C.M.C.

for Parker Bullen

(Company Secretaries) Limited

Authorised Signatory

Presentor's name address and reference (if any): RGM/CGB

PARKER BULLEN

5 THE CARRONADES

NEW ROAD

SOUTHAMPTON

HAMPSHIRE SO2 0AA

Designation‡

SECRETARY

Date 17.9.93

For official Use

General Section

Post room