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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2519499

The Registrar of Companies for England and Wales hereby certifies that

GEC-MARCONI INFRA-RED LIMITED

having by special resolution changed its name, is now incorporated
under the name of

BAE SYSTEMS INFRA-RED LIMITED

Given at Companies House, London, the 23rd February 2000



C02519499M

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No. 2519499

E. A. Pearley

GEC-MARCONI INFRA-RED LIMITED

(the Company)



SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **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 **BAE SYSTEMS INFRA-RED LIMITED.**"

E. A. Pearley

on behalf of

MARCONI ELECTRONIC SYSTEMS LIMITED

Dated this 1st day of February, 2000

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