

Matra BAe Dynamics (UK)

(Registered in England No. 3144919)

Written Resolutions of 31 October 1996 at 12:19 am/pm

We the undersigned, being all of the members of the Company having the right to vote at general meetings (or authorised agents of such members), signify our assent to the passing of the resolutions set out below under the provisions of Article 53 of Table A (as defined in the Articles) to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

1. THAT the Company be re-registered from an unlimited company with a share capital to a company limited by shares having an authorised share capital of £4,000 divided into 1,000 ordinary shares of £1 each and 3,000 preferred ordinary shares of £1 each.

SPECIAL RESOLUTION

2. THAT, conditional upon and effective from the Company's re-registration as a limited company:-
 - (a) the Company's Memorandum of Association be altered as follows:
 - (i) the following additional clauses be added thereto to be numbered 4 and 5 respectively:
 - "4. The liability of the members is limited"
 - "5. The share capital of the Company is £4,000 divided into 1,000 Ordinary Shares of £1 each and 3,000 Preferred Ordinary Shares of £1 each".
 - (b) THAT the regulations contained in the document attached hereto and marked "A" be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated 31 October 1996

NRJ

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for and on behalf of
Matra BAe Dynamics SAS

