

The Companies Acts
Company Limited By Shares

MEMORANDUM OF ASSOCIATION
of
ALERT COMMUNICATIONS LIMITED

1. The Company's name is "**ALERT COMMUNICATIONS LIMITED**".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 To design, construct and finance new facilities for the provision of telecommunications services to the Secretary of State for Defence and provide facilities management and other services at those facilities all pursuant to the Government's Private Finance Initiative which shall be known as "the Project".
 - 3.2 To borrow or raise money and accept money on deposit for any purpose in connection with the financing of the Project.
 - 3.3 To lend money, grant or provide credit and financial accommodation to any person and to deposit money with any person for any purpose in connection with the financing of the Project.
 - 3.4 For the above purposes to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, by arranging for the provision of guarantees, indemnities, policies of insurance and other similar obligations and by the creation and issue of securities; to take the benefit of security or of guarantees, indemnities, policies of insurance or other similar obligations; to enter into arrangements regulating the relationship between creditors of the Company; to make arrangements for the management, administration and enforcement of the Company's borrowings, loans and security; to refinance the Company's borrowings; to enter into any guarantee, interest rate exchange transaction, contract for differences, contract of indemnity or suretyship; and to enter any other agreements and arrangements in connection with and incidental to such purposes.
 - 3.5 To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments.



- 3.6 To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, licences, intellectual property rights, patent rights, inventions and secret processes.
- 3.7 To sell, exchange, mortgage, charge, grant options and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration.
- 3.8 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 3.9 To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust.
- 3.10 To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.
- 3.11 To distribute any of the property of the Company among its creditors and members in specie or kind.
- 3.12 To do all or any of these things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.13 To do all such things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that “company” in this Clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere; “person” shall include any company as well as any other legal or natural person; “securities” shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or concert, or similar right or obligation, “and” and “or” shall mean “and/or” where the context so permits, “other” and “otherwise” shall not be construed in a restrictive manner where a wider construction is possible, and the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.

5. The share capital of the Company is £476,000 divided into 476,000 shares of £1 each.

Registered No. 3912906

The Companies Acts 1985 to 1989

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

- of -

ALERT COMMUNICATIONS LIMITED

(adopted by special resolution passed 31st May 2000)

(Date of Incorporation 25th January 2000)

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ARTICLES OF ASSOCIATION

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ALERT COMMUNICATIONS LIMITED

(adopted by special resolution passed 31st May 2000)

PRELIMINARY

1. In these Articles unless the context admits otherwise, the following expressions shall have the following meanings:

“Act”: the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“Articles”: the Articles of Association of the Company.

“Holdings”: the holding company of the Company, Alert Communications (Holdings) Limited (Company No. 3837152).

“Ordinary Shares”: the ordinary shares of £1 each in Holdings.

“Subject to Indexation”: in relation to any sum and any period, the adjustment of that sum by applying to it the factor or fraction, the numerator of which is the Index figure (being the Retail Prices Index as published by the office for National Statistics or any replacement excluding mortgage interest payments) last published before the end of that period and the denominator of which is that last published before the beginning of that period or any comparable index replacing the same.

“Table A”: Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

- 2.1 The Company is a private company limited by shares. The Regulations contained in Table A save insofar as they are excluded or varied hereby and the regulations hereinafter contained shall constitute the regulations of the Company.

GENERAL MEETINGS

3. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:

“The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.”

In Regulation 38 of Table A, the words “or a resolution appointing a person as a director” shall be deleted.

4. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:

- 4.1 in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
- 4.2 in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.

PROXY

- 5.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 5.2 In Regulation 62 of Table A (time for deposit of proxy) the words “not less than 48 hours” and “not less than 24 hours” shall be deemed to be deleted.

DIRECTORS

6. The number of directors shall be not less than two.
- 7.1 Each shareholder owning not less than 20% of the Ordinary Shares in the Company shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company to appoint one director and one alternate and by like notice to remove any such director or such alternate so appointed and at any time and from time to time by like notice to appoint any other person to be a director or alternate in the place of

the director or alternate so removed or in the place of any director or alternate vacating or ceasing to hold office in any way and originally so appointed by them.

Any notice given pursuant to this paragraph of this Article 7.1 shall take effect immediately upon delivery to the registered office of the Company. A director appointed under this Article 7.1 may not be appointed or removed except in accordance with this Article 7.1.

- 7.2 Every director appointed pursuant to Article 7.1 shall hold office until he is either removed or dies or vacates office pursuant to Article 12 and (subject to the provisions of section 303 of the Act) neither the Company in general meeting nor the directors shall have power to fill any vacancy but the provisions of this Article may be relaxed or varied to any extent by agreement in writing from the holders of a majority of the Ordinary Shares for the time being issued.
- 7.3 Any director appointed pursuant to Article 7.1 shall be at liberty from time to time to make such disclosures to the shareholders of Holdings (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.
- 7.4 Except in the manner provided by this Article 7 and Article 13 no person shall be appointed to fill any vacancy occurring in the office of director and neither the Company in general meeting nor the directors shall have power to fill any such vacancy.
- 7.5 The directors shall not be liable to retire by rotation and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.
- 7.6 Any director appointed pursuant to Article 7.1 shall at a meeting of the board of directors have such voting rights as reflect pro-rata the voting rights enjoyed on a poll (in general meeting of Holdings) by the member appointing such director.
8. A director need not hold any shares of the Company to qualify him as a director but he shall be entitled to receive notice of and attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
9. If any director shall be called upon to perform extra services or to make special exertions for any of the purposes of the Company, 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 board 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.
10. Save as expressly provided elsewhere in these Articles, the directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures,

debenture or loan stock and other securities or instruments as security for any debt, liability or obligation of the Company or of any third party.

11. A director entitled to vote may vote as a director in regard to any contract or arrangement in which he is interested within the meaning of Section 317 of the Act, or upon any matter arising therefrom, and if he does so vote his vote shall be counted and he shall be taken into account in estimating a quorum when any such contract or arrangement is under consideration and Regulation 94 in Table A shall be modified accordingly.
12. The office of director shall be vacated if the director:
 - 12.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 12.2 becomes prohibited from being a director by reason of any order made pursuant to the Company Directors Disqualification Act 1986; or
 - 12.3 in the opinion of all his co-directors becomes incapable by reason of mental disorder of discharging all or any of his duties as a director; or
 - 12.4 resigns his office by notice in writing to the Company; or
 - 12.5 is removed from office under Article 7.
- 13.1 Acting under the authority of a shareholder pursuant to Article 7.1, any director may by writing under his hand appoint any other person authorised by such shareholder to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the directors and, in the absence from the board of the director appointing him, to attend and vote at meetings of the directors and to exercise all the powers, rights, duties and authorities of the director appointing him. Pursuant to the authority of a shareholder under Article 7.1 as aforesaid, a director may at any time revoke the appointment of an alternate appointed by him as aforesaid, and subject to such approval as aforesaid appoint another person in his place, and if a director shall die or cease to hold the office of director the appointment of his alternate shall thereupon cease and determine. An alternate director shall not be counted or taken into account in calculating the maximum number of directors allowed by the Articles for the time being. A director acting as alternate shall have an additional vote at meetings of directors for each director for whom he acts as alternate (unless any such director is present at the meeting).
- 13.2 Every person acting as an alternate director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the director appointing him.

14. No business shall be transacted at any board meeting unless a quorum is present. For such purposes, a meeting shall be quorate where a director or alternate director appointed by each member of the Company entitled to appoint a director pursuant to these Articles is present in person or as permitted in these Articles. A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors. If a quorum is not present within half an hour of the time fixed for the meeting the meeting shall stand adjourned until three days later at the same time and place when the director or directors or their alternates then present shall form a quorum.
15. Any such resolution in writing as is referred to in Regulation 93 of Table A may consist of several documents in the like form each signed or approved by letter telex or cable by one or more of the directors for the time being entitled to vote at a meeting of the directors and Regulation 93 of Table A shall be modified accordingly.
16. The chairman of the board shall be nominated and/or replaced by agreement between the holder(s) of not less than 80% of the Ordinary Shares for the time being issued in Holdings.
17. The directors may delegate any of their powers to committees. Any committee so formed shall exercise only the powers so delegated and shall conform to any regulations that may be imposed by the directors. Any director or alternate director shall have the right but not the obligation to attend the meetings of any committees so formed. Any such delegation may be made subject to any conditions the directors may impose and either collateral with or without exclusion of their own powers and may be revoked or altered.
18. The meeting and proceedings of any committee of the directors formed pursuant to Article 17 above shall be governed by the provisions of these Articles regulating the meetings and proceedings of the directors, so far as the same are applicable and are not superseded by any regulations made by the directors pursuant to Article 17.
19. Any director or alternate director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.
20. The directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of chief executive or managing or joint managing or deputy or assistant managing director (or variations on the same) as the director 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 such 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.

21. Questions arising at any meeting of directors shall be determined by a majority of votes, and in the case of an equality of votes, the chairman of the board of directors shall not have a casting vote. Regulation 88 of Table A shall be modified accordingly.

INDEMNITY

22. Every director or officer of the company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. However, this Article shall only have effect insofar as its provisions are not avoided by the Act.

TRANSFER

24. Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) or any other person to whom such shares have been transferred, charged or mortgaged. A certificate by any office of such bank or institution that the relevant shares are so transferred, charged or mortgaged shall be conclusive evidence of such fact for the purposes of registering a transfer of such shares.