

FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF A PUBLIC COMPANY

AS A PRIVATE COMPANY

Company No. 4154556

The Registrar of Companies for England and Wales hereby certifies that

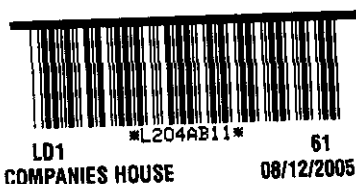
QINETIQ GROUP PLC

formerly registered as a public limited company having changed its name and having this day been re-registered under the Companies Act 1985 as a private company is now incorporated under the name of

QINETIQ HOLDINGS LIMITED

and that the company is limited.

Given at Companies House, London, the 8th December 2005



S. Evans
SIMON EVANS

For The Registrar Of Companies



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