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**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES**

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
for Baker & McKenzie LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

**MEMORANDUM OF ASSOCIATION OF
JUNIPER NETWORKS (NOMINEES) LIMITED***

1. The name of the Company is JUNIPER NETWORKS (NOMINEES) LIMITED (hereinafter called "the Company").
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are to carry on any business as a General Commercial Company.
4. To grant pensions allowances, gratuities and bonuses to existing or former employees or officers (including Directors or ex-Directors) of the Company or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependents and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
5. To distribute any property in specie among the members of the Company.
6. The liability of the members is limited.
7. The authorised share capital of the Company is £100,000 divided into 100,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles may from time to time prescribe.
8. We, the persons whose names and addresses are subscribed hereafter, are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of ordinary shares in the Capital of the Company set opposite our respective names. These share shall all carry equal voting rights, with one vote attaching to each share.

* The Company changed its name from Neoteris Limited on 27 May 2004.



Names and addresses
of the Subscribers

Number of shares
taken by each subscriber

Neoteris Inc
161 East Evelyn Avenue
Mountain View
CA 94041
USA

10

Witness to the above signatures:
Address of Witness:

Patrick J Pyne (Notary Public)
380 Castro Drive, M.V., C.A. 94041

Dated: 20 September 2002

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**ARTICLES OF ASSOCIATION OF
JUNIPER NETWORKS (NOMINEES) LIMITED¹**

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies Act 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. In addition to the Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a private Company within the meaning of section 1 of the Companies Act 1985. Accordingly the Company shall not:
 - 2.1 offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or
 - 2.2 allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
3.
 - 3.1 The directors of the Company are unconditionally authorised at any time from the date of incorporation of the Company to allot, grant options over or otherwise dispose of shares to such persons at such times and upon such conditions as they think fit up to the amount of the original share capital of the Company.
 - 3.2 Subject to the provisions of sub-clause 3.1 of this Clause the Directors shall not allot shares unless authorised to do so in accordance with the provisions of Section 80 of the Companies Act 1985.
 - 3.3 In accordance with Section 91(1) of the Companies Act 1985 Sections 89(1) and 90(1) to (6) inclusive of the said Act shall not apply to the Company.

LIEN

4. The lien conferred by Clause 11 of Table A shall attach also to fully paid up shares and dividends thereon and to all shares registered in the name of any person indebted or under liability to the Company on any account whatsoever, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

¹ The Company changed its name from Neoteris Limited on 27 May 2004.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share and Regulation 24 in Table A shall not apply to the Company.
6. Clause 5 of these Articles shall not apply to any transfer to a person who is already a Member of the Company.
7. A Member desiring to transfer shares otherwise than to a person who is already a Member of the Company shall give notice in writing to such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the Member giving such notice may dispose of such shares or any of them to Members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.
8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

9. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings at that meeting, providing that sufficient members have attended the meeting that a majority by voting rights of all the members was represented thereat.
10. No business shall be transacted at any meeting unless a quorum is present. That number of persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or duly authorised representative of a corporation, who represent a majority of the total voting rights of the Company shall be a quorum. (This article is subject to the provision of Regulation 12.)
11. A resolution put to the vote of a meeting shall be decided on the basis that, subject to any rights or restrictions attached to any shares, every member shall have one vote for every share of which he is the holder. A resolution will only be considered to have been passed if a sufficient number of members have attended that the votes cast in favour represent a majority of the total votes of all members of the Company.
12. A resolution in writing executed by or on behalf of members, representing a majority of the total votes of all members of the Company, and who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTE OF MEMBERS

13. Subject to any rights or restrictions attached to any shares, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote for every share for which he is the holder.

14. A member may not appoint more than one proxy to attend on the same occasion.

NUMBERS AND POWERS OF DIRECTORS

15. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be more than seven. The first Director of the Company shall be named in the statement (Form 10) delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Director accordingly. A Director need not hold shares in the Company and the first Director shall not be subject to retirement by rotation.
16. A Director may only have one alternative Director at any one time. The alternate Director shall have no vote other than that exercised on behalf of the Director appointing him and the number of votes held by the appointing Director shall be vested in the alternate Director. The remuneration of an alternate shall be payable out of the remuneration payable to the appointing Director and the proportion thereof shall be agreed between them.
17. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director. If a Director is reappointed, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall not continue after his appointment unless notice of reappointment of the alternate is given to the Company in writing.

BORROWING POWERS

18. The Directors may not borrow money nor grant any mortgage, charge or standard security over the company's undertaking, property or uncalled capital, or any part thereof, nor issue debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party without the consent in writing of a majority of the members.

APPOINTMENT, RETIREMENT, DISQUALIFICATION & REMOVAL OF DIRECTORS

19. The Company shall not be subject to Section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by rotation or by reason of his attaining or having attained the age of seventy years or any other age.
20. Article 81 of Table A shall be modified in that the office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

PROCEEDINGS OF DIRECTORS

21. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of all the voting rights in the Company. In the case of an equality of votes, the presiding Director or chairman shall not have a second or casting vote. A Director who is an alternate Director shall be entitled in the absence of his appointor to vote on behalf of his appointor but shall have no vote of his own (see Article 16). A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum to the extent of the voting rights held by his appointor.
22. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the

Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution including that concerning his own appointment.

23. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the presiding director of the meeting and his ruling in relation to any other Director shall be final and conclusive.

SECRETARY

24. The first Secretary of the Company shall be the person named as secretary in the statement (Form 10) delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

NOTICES

25. A member whose registered address is not within the United Kingdom and who give to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address.
26. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted for within the United Kingdom or seven days after the envelope containing it was posted for outside the United Kingdom.

INDEMNITY

27. (a) Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge 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 under Sections 144 or 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.

TELEPHONIC BOARD MEETINGS²

28. The contemporaneous connection of a number of the directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the directors so long as the following conditions are met:
- (a) throughout the meeting each of the directors taking part must be able to:
- (i) hear each of the other directors taking part; and

² Clause 28 added by written resolution of the shareholder dated 10 November 2006.

- (ii) subject as mentioned below, send and receive communications simultaneously to and from all of the other directors taking part;
- (b) at the beginning and at the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly.

The meeting shall have been validly conducted notwithstanding that a director may have been accidentally disconnected during the meeting, so long as a quorum of directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a director who was party to them.

Names and Address of subscribers

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Mountain View
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USA

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