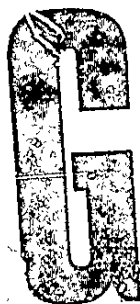


41

## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the  
requirements of the Companies Acts 1948 to 1976  
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in this  
binding marginPlease  
complete  
legibly,  
preferably in  
black type, or  
bold black  
lettering  
\*delete if  
inappropriate

Company number

15085141

Name of Company

D. C. C.

Limited\*

I, HAROLD CLIFFORD HERBERT ARCHERof 20 Dunstable Road Luton in the County of Bedforddo solemnly and sincerely declare that I am a Solicitor of the Supreme Court  
engaged in the formationof the Company to be known as  
D. C. C.

Limited\*

†Please indicate  
whether you are  
a Solicitor of the  
Supreme Court  
(or in Scotland  
'a Solicitor')  
engaged in the  
formation of the  
company, or a  
person named as  
director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976and that all the requirements of the Companies Acts 1948 to 1976  
in respect of matters precedent to the registration of the said company  
and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835Declared at Austin Allen & Co.  
Brayton House,  
37 Rothesay Road,  
Luton, LU1 1QZ.the 4<sup>th</sup> day of July  
One thousand nine hundred and eighty

M. KAYE, L.L.B.

before me

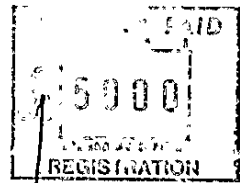
A Commissioner for Oaths

COMMISSIONER FOR OATHS

for Notary Public  
or Justice of the  
Peace or Solicitor  
having the  
powers conferred  
on a  
Commissioner  
for OathsPresentor's name, address and  
reference (if any)For official use  
General section

Post room

NC 173 224/5



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

1508514

MEMORANDUM OF ASSOCIATION

- of -

D.C.C. LIMITED



1. The name of the Company is "D.C.C. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. Subject to Section 9 of the European Communities Act 1972, the objects for which the Company is established are:-

(A) To carry on the business of designers, consultants, manufacturers, producers, assemblers, merchants, importers, and exporters of and dealers in repairers and hirers-out of Digital Communications equipment and associated equipment of all types now known or to be known in all fields and in electronic equipment of every description nature and material, all components and accessories thereof or thereto or parts thereof and to install training of persons in the usage of such equipment and associated equipment, supervising systems devised by the Company or others and any business of a character similar or analogous to the foregoing or any other business or any other work which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value or render profitable any of the property or rights of the Company or further any of its objects.

(B) To carry on business as general, mechanical, electrical, electronic, civil and constructional engineers, designers and contractors, chemists and chemical manufacturers, metallurgists and physicists (nuclear and otherwise) and to design, manufacture, fabricate and deal in plant, machinery, tools, equipment, apparatus, implements and hardware of all descriptions.

(C) To carry on the business of mechanical, electrical and general engineers, merchants and manufacturers of machinery, toolmakers, brassfounders, metal-workers, boilermakers, millwrights, machinists, ironfounders and iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, water supply engineers, gas-makers, hardware merchants, printers and carriers, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, vehicles, rolling stock and hardware of all kinds, and to carry on any other business

MT/Giffen.



(manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(G) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(I) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(K) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(L) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(M) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so directly or indirectly to benefit the Company.

(N) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or any subsidiary, allied or associated company or their families dependants or connections, and to grant pensions, gratuities and allowances to any such persons and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(O) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(P) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(Q) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(R) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.

(S) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this Clause each sub-clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £100, divided into 100 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions  
of Subscribers

Number of Shares  
taken by each  
Subscriber  
(in words).

Michael Batham Read.  
52 Heath Court  
Luggton Bayswater  
Beds. LU7 7JR  
Chartered Engineer.

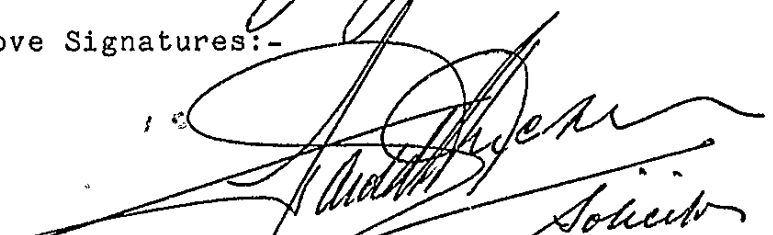
One  
ONE

Robert George Innes  
23 Russell Road  
Yoddingham  
Beds.  
Accountant

One  
ONE

DATED the 14<sup>th</sup> day of July 1980

WITNESS to the above Signatures:-

  
Solicitor  
LW 2

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

D.C.C. LIMITED

1508514/4

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company, as amended by Schedule 2 of the Companies Act 1976.
2. Regulations 22, 23, 24, 53, 62, 75, 79, 84(2), 88, 96, 97, 123, 124, 126 and 130 of Part I of Table A and Regulations 3 and 6 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations (as so amended) contained in or made applicable by Part II of Table A shall (Subject to any amendment thereto hereinafter contained) constitute the regulations of the Company. In these Articles the following expressions shall (save where the context otherwise requires) have the several meanings set after them respectively:-

"the 1948 Act": the Companies Act 1948  
"the 1967 Act": the Companies Act 1967  
"the 1976 Act": the Companies Act 1976

PRIVATE COMPANY

3. The Company is a private company within the meaning of Section 28 of the 1948 Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

CAPITAL AND SHARES

4. The original share capital of the Company is £100 divided into 100 ordinary shares of £1 each.
5. The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

### LIEN

7. The liens conferred by Regulation II of Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### TRANSFER OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to be the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Subject to such restrictions in these presents as may be applicable, any member may transfer all or any of his shares by instrument in writing in the form provided by the Stock Transfer Act 1963 or such other form as the Directors shall from time to time approve.
9. A member may at any time transfer any of his shares to another member of the Company, but save as herein otherwise provided no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
10. In order to ascertain whether any member is willing to purchase a share, the person proposing to transfer the same, whether or not a member of the Company (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company the agent of the proposing transferor for the sale of any of the shares comprised therein to any member at the price so fixed or at the option of a member desiring to purchase the same at the fair value as certified by the auditor for the time being of the Company. The cost of obtaining such auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.
11. Upon receipt of a transfer notice, the Directors shall offer the shares comprised therein to the remaining members (or, if the proposing transferor is not a member, to all the members) in proportion as nearly as may be to their respective holdings of shares in the Company and shall limit a time within which such offer if not accepted will be deemed to be refused. The Directors shall, if necessary, make such further arrangements for finding a member or members willing to purchase any shares comprised in the transfer notice and not accepted as aforesaid as they shall consider fair and reasonable.
12. If the Company shall within 28 days after being served with a transfer notice find a member willing to purchase any



share comprised therein (hereinafter called "a purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the fair value as aforesaid to transfer the share to the purchasing member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.

13. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the shares of the Company may receive the purchase-money and the Directors shall thereupon appoint some person to execute a transfer of the shares on behalf of the proposing transferor and shall cause the name of the purchasing member to be entered in the Register of Members as the holder of the shares and the Company shall hold the purchase-money in trust for the proposing transferor. No purchase-money so held shall carry interest against the Company. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing member, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

14. If the Company shall not within the space of 28 days after being served with a transfer notice find a member willing to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three calendar months be at liberty subject to Article 15 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

15. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share to a person not already a member of the Company whether or not it is a fully paid share and shall so decline if the registration of the transfer would result in a breach of Regulation 2(b) of Part II of Table A.

#### NOTICE OF GENERAL MEETINGS

16. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

#### PROCEEDINGS AT GENERAL MEETINGS

17. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

#### VOTES OF MEMBERS

18. Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is

present or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share held by him.

#### DIRECTORS AND SECRETARY

19. (1) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than five.
- (2) The persons named directors and secretary of the Company in the statement required by Section 21 of the 1976 Act to be delivered to the Registrar of Companies on the incorporation of the Company with its Memorandum and Articles of Association shall respectively be the first directors and (notwithstanding anything contained in regulation 110 of Part I of Table A) the first secretary of the Company.
20. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the 1948 Act, or by Extraordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and, without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
21. Subject to the provisions of Section 199 of the 1948 Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.
22. The office of Director shall be vacated:-
- (a) if he ceases to be a Director by virtue of Section 182 of the 1948 Act.
- (b) if he becomes bankrupt or enters into any arrangement with his creditors.
- (c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act, or becomes disqualified by virtue of Section 28 of the 1976 Act.

(d) if he becomes of unsound mind.

(e) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office.

(f) if by notice in writing to the Company he resigns the office of Director.

23. A person may be appointed elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy; and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

#### BORROWING POWERS

24. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### AUDITORS

25. The Company shall have auditors, qualified as provided in section 161 of the 1948 Act, as amended by section 13 of the 1976 Act, who shall be appointed and may be removed from office as provided in sections 14 and 15 of the 1976 Act. An auditor shall have such rights and duties as are set out in section 14 of the 1967 Act (as amended by Schedule 2 of the 1976 Act) and may requisition a general meeting of the Company as provided by section 17 of the 1976 Act.

#### ACCOUNTS

26. The Directors shall cause the Company to keep accounting records sufficient to show and explain the Company's transactions and to disclose with reasonable accuracy, at any time, the financial position of the Company at that time and to enable the Directors to carry out their obligations under the next following Article. Such accounting records shall contain such particulars as are acquired by Section 12 of the 1976 Act. They shall be kept at the registered office of the Company or at such other place as the Directors think fit. Regulation 125 of Part I of Table A (relating to the inspection of accounts by members) shall have effect, except that all accounting records shall at all times be open for inspection by every officer of the Company.
27. The Directors shall in respect of each financial year of the Company prepare a profit and loss account for that financial year and a balance sheet as at the date at which such profit and loss account is prepared. Such profit and

loss account shall give a true and fair view of the profit or loss of the Company for the financial year in respect of which it is prepared and such balance sheet shall give a true and fair view of the state of the Company as at the date at which it is prepared. "Financial year" shall for the purposes of these Articles have the same meaning as Section 1(9) of the 1976 Act. The Directors may exercise all the powers conferred on the Company by Section 3 of the last mentioned Act to alter its financial year (in the said Section referred to as accounting reference period).

28. Regulation of 127 of Part I of Table A (relating to documents required to be circulated with the balance sheet) shall be amended by adding immediately after the words "together with a copy of the Auditor's report" the words "and a copy of the Directors' report".
29. All Directors' service contracts, or memorandums thereof, shall be open to inspection by members as provided by Section 26 of the 1967 Act. The Directors shall comply with Sections 27 to 31 of the 1967 Act (as amended by Section 24 and Schedule 2 of the 1976 Act) and accordingly every Director shall notify the Company of his interests, and those of his or her spouse and minor children, in shares in or debentures of the Company or any other company being the Company's subsidiary or holding company, or the subsidiary of such holding company. The Directors shall take all necessary steps to make available information with regard to such interests.

#### NOTICES

30. In Regulation 131 of Part I of Table A, the last sentence shall be deemed to be omitted, and the following sentence substituted for it:-

"When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and pre-paying for first-class post a letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same is posted."

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Names, Addresses and Descriptions of Subscribers

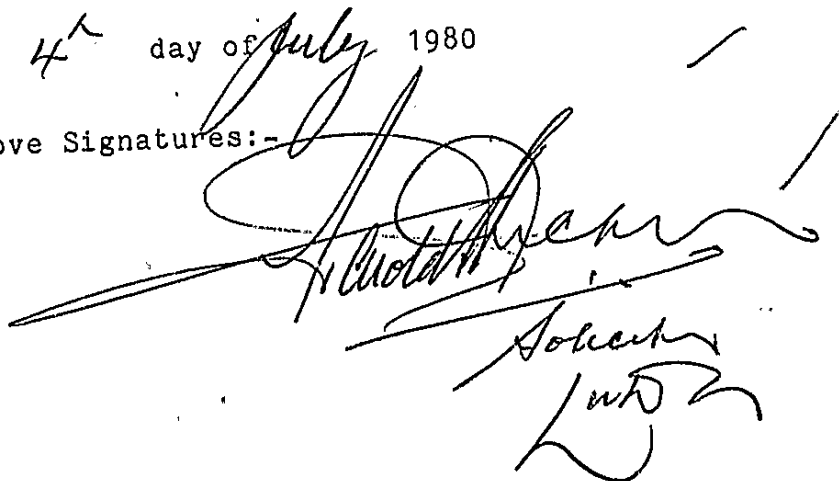
Michael Balton Read-  
52 Heath Court  
Leighton Buzzard  
Beds LU7 7JR  
Chartered Engineer. /

Robert George French  
23 Russell Road  
Toddington  
Beds.  
Accountant. /

---

DATED the 4<sup>th</sup> day of July 1980

WITNESS to the above Signatures:-

  
Solicitor  
LTD



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold black  
lettering

\*delete if  
inappropriate

Company number

1508514 S

Name of Company

D. C. C.

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

Humphreys Road

DUNSTABLE,

Beds.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Waterlow (London) Ltd.,

Holywell House, Worship Street,

LONDON. EC2

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presentor's  
reference (if any) :

WATERLOW (LONDON) LIMITED  
HOLYWELL HOUSE.  
WORSHIP STREET, EC2A 2EN  
TEL. 01-247 5400 EXT. 27

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

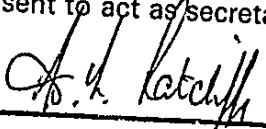
Name (note 2)	MICHAEL BATHAM READ	Business occupation	CHARTERED ENGINEER
Former name(s) (note 3)	NIL	Nationality	BRITISH
Address (note 4)	52 Heath Road, LEIGHTON BUZZARD Beds.	Date of birth (where applicable) (note 6)	13.12.34
Particulars of other directorships (note 5)	NIL		
I hereby consent to act as director of the company named on page 1			
Signature	<i>M. B. Read</i>	Date	4 <sup>th</sup> July 1980

Name (note 2)	WILLIAM MICHAEL RATCLIFFE	Business occupation	COMPANY SECRETARY
Former name(s) (note 3)	NIL	Nationality	BRITISH
Address (note 4)	10 BROUGHTON AVENUE TODDINGTON, Beds.	Date of birth (where applicable) (note 6)	6.5.46
Particulars of other directorships (note 5)	MICROWAVE ASSOCIATES LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	<i>W. M. Ratcliffe</i>	Date	4/7/80

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	WILLIAM MICHAEL RATCLIFFE	
Former name(s) (note 3)	NIL	
Address (notes 4 & 7)	10 BROUGHTON AVENUE TODDINGTON Beds.	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 11/7/80


Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature	Date	

as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

delete as  
appropriate

Signature M. B. Read [Subscriber] ~~Agent~~† Date 4 July 1980

Signature  [Subscriber] ~~Agent~~† Date 4/7/80



# FILE COPY



## CERTIFICATE OF INCORPORATION

No. 1508514

I hereby certify that

D.C.C. LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

21ST JULY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

No of  
COMPANY

1508514

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTION

OF

DCC LTD

PASSED THE 24TH DAY OF OCTOBER 1982

AT AN EXTRA ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,  
DULY CONVENED AND HELD AT HUMPHRYS ROAD, DUNSTABLE, BEDS  
ON THE 24TH DAY OF OCTOBER 1982  
THE FOLLOWING RESOLUTION WAS DULY PASSED:-

A SPECIAL RESOLUTION INCREASING THE NOMINAL SHARE CAPITAL  
OF D.C.C. LTD BY 441698 ORDINARY SHARES OF ONE POUND EACH  
AND THE ISSUE OF ALL OF THOSE SHARES TO M/A-COM D.C.C. INC.,  
AT PAR VALUE, WAS PASSED.

SIGNED

*R.N. Leah*

DIRECTOR OR SECRETARY  
OF COMPANY

SECRETARY

DATE 12.11.82



## THE COMPANIES ACTS 1948 TO 1981

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number



1508514

Name of Company

D.C.C.

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 24 OCTOBER 1982

†delete as  
appropriatethe nominal capital of the company has been increased by the addition thereof of the sum of  
£ 441698 beyond the registered capital of £ 2

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
441698	ORDINARY	£1 (ONE POUND)

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

All shares rank equal

Please tick here if  
continued overleaf†delete as  
appropriate

Signed

R.V. Lawh.

[Director] [Secretary]† Date

12.11.82

Presentor's name, address and  
reference (if any):D.C.C. LTD,  
HUMPHRYS ROAD,  
DUNSTABLE,  
BEDSFor official use  
General section

Post room



NO. OF COMPANY 1508514/21

THE COMPANIES ACT 1948 - 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

D.C.C. LTD

PASSED 24TH JULY, 1984

At an Extraordinary General Meeting of the above named Company, duly convened and held at Sunrise Parkway, Linford Wood, Milton Keynes, Bucks., on 24th July, 1984, the following resolution was passed:-

An Ordinary resolution increasing the nominal share capital of D.C.C. Ltd., by 293706 Ordinary Shares of one pound each.

Signed

R. W. Leach.

R.W. Leach  
Secretary



## THE COMPANIES ACTS 1948 TO 1981

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

For official use Company number

22

1508514

Name of Company

Limited\*

\*delete if  
inappropriate+delete as  
appropriate

## Note

This  
print  
the  
and  
sit  
for1948 that by [ordinary]  
JULY 1984

No of the sum of

38 + 34 = 72

Amount of each share

(POUND)

(or not)  
which the newtick here if  
ad overleaf

27TH JULY 1984

+delete as  
appropriateDCC LTD,  
SUNRISE PARKWAY,  
LINFORD WOOD,  
MILTON KEYNES,  
BUCKS.

Post room



1508514/  
27

The Companies Acts 1948-1981

SPECIAL RESOLUTIONS

OF


D.C.C. LIMITED

At an Extraordinary General Meeting of the above named Company, duly convened and held at Sunrise Parkway, Linford Wood. Milton Keynes on the 5th day of November 1984 at 7.45 p.m., the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT Article 19 (1) of the Articles of Association of the Company shall be amended to read as follows:

'Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than twelve.'

  
Secretary



## AMENDING DOCUMENT

present or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share held by him.

### DIRECTORS AND SECRETARY

19. (1) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than twelve.

(2) The persons named directors and secretary of the Company in the statement required by Section 21 of the 1976 Act to be delivered to the Registrar of Companies on the incorporation of the Company with its Memorandum and Articles of Association shall respectively be the first directors and (notwithstanding anything contained in regulation 110 of Part I of Table A) the first secretary of the Company.

20. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the 1948 Act, or by Extraordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and, without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

21. Subject to the provisions of Section 199 of the 1948 Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

22. The office of Director shall be vacated:-

(a) if he ceases to be a Director by virtue of Section 182 of the 1948 Act.

(b) if he becomes bankrupt or enters into any arrangement with his creditors.

(c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act, or becomes disqualified by virtue of Section 28 of the 1976 Act.

## THE COMPANIES ACTS 1948 TO 1981

**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

Amended by doc 28

**10**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

22

1508514

Name of Company

D.C.C.

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special]† resolution of the company dated 24TH JULY, 1984

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 293706 beyond the registered capital of £ 441798 ±

A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
293706	ORDINARY	£1 (ONE POUND)

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

ALL SHARES RANK EQUAL

Please tick here if  
continued overleaf

Signed

R. P. Leach

[Director] [Secretary]† Date

27TH JULY 1984

Presenter's name, address and  
reference (if any):

DCC LTD,  
SUNRISE PARKWAY,  
LINFORD WOOD,  
MILTON KEYNES,  
BUCKS.

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General section

Post room

†delete as  
appropriate



THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in block type, or  
bold block lettering\*delete if  
inappropriate† delete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies within  
15 days after the  
passing of the  
resolution.

To the Registrar of Companies

For official use

218

Company number

1508514

Name of company

D.C.C.

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
[ordinary][extraordinary][special]† resolution of the company dated 28.9.84  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 293,706 beyond the registered capital of £ 441,798

A printed copy of the resolution authorising the increase is forwarded herewith.  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
293,706	Ordinary	£1 (One Pound)

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new  
shares have been or are to be issued are as follows:

All shares rank equal.

Please tick here if  
continued overleaf ☐† delete as  
appropriateSigned M. B. Reed [Director][Secretary]† Date 12.10.84Presentor's name, address and  
reference (if any):For official use  
General Section

Post room



The London Law Agency Limited  
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers  
Tel: 01-353 9471 (10 lines)

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use

Company number

Name of company

1508514

\*Insert full name of company

\* DCC Limited.

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note  
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 3

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 0 3 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

See note 4c and complete as appropriate

, company number

the accounting reference date of which is

Signed

*[Signature]*

[Director]

[Secretary]†

Date

27th

May

1987.

Presenter's name, address and reference (if any):

For official use  
General Section

Post room

# Deloitte Haskins-Sells

RECEIVED 2 JAN 1989  
6643

RM  
NS  
15085-K

Chartered Accountants

P O Box 207  
128 Queen Victoria Street.  
London EC4P 4JX  
Telephone 01-248 3913  
Telex 894941  
Facsimile 01-248 3623

your ref

our ref

014/RDM/JT

extn

The Directors  
DCC Limited  
Sunrise Parkway  
Linford Wood  
Milton Keynes  
MK14 6LG

22 December 1989

Dear Sirs

In accordance with Section 390 of the Companies Act 1985, this will give you formal notice of our resignation as auditors to the company with immediate effect. There are no circumstances connected with our resignation that we consider ought to be brought to the notice of the company's members or creditors.

Yours faithfully

*Deloitte Haskins-Sells*

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number


1508514

Name of company

\*Insert full name of company

\* D.C.C. Limited.

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note  
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	1	2
---	---	---	---

Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [~~will come to an end~~]† on

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of

company number

the accounting reference date of which is

Signed

*[Signature]*

[Director] [Secretary]† Date

21st March 1988.

Presenter's name, address and reference (if any)

For official use  
General Section

Post room

**Deloitte  
Haskins-Sells**

RECEIVED

3 JAN 1990  
6043

627 → 24  
NS

15085-4

Chartered Accountants

P O Box 207  
128 Queen Victoria Street,  
London EC4P 4JX  
Telephone 01-248 3913  
Telex 894941  
Facsimile 01-248 3623

your ref

our ref: 014/RDM/JT

extn

The Directors  
DCC Limited  
Sunrise Parkway  
Linford Wood  
Milton Keynes  
MK14 6LG

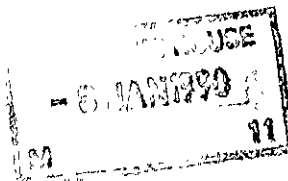
22 December 1989

Dear Sirs

In accordance with Section 390 of the Companies Act 1985, this will give you formal notice of our resignation as auditors to the company with immediate effect. There are no circumstances connected with our resignation that we consider ought to be brought to the notice of the company's members or creditors.

Yours faithfully

*Deloitte Haskins-Sells*



Company No. 1508514



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF DCC LIMITED**

The following Special Resolution has been passed pursuant to S381A of the Companies Act 1985 inserted by S113(2) of the Companies Act 1989 and has been signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting of the Company and accordingly is as valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

**THAT:-**

The Company shall change its name to **HUGHES NETWORK SYSTEMS LIMITED**

Dated the *3<sup>rd</sup>* day of *December* 1990

for **HUGHES AIRCRAFT COMPANY**

*Robert M. Hall*  
Signature

Robert M. Hall  
Name

Secretary  
Title

for **HUSINT S.A.**

*W. H. Musich*  
Signature

W. H. Musich  
Name

Assistant Treasurer  
Title



*BB. 1240/1422399*



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1508514

I hereby certify that

**D.C.C. LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**HUGHES NETWORK SYSTEMS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 1 JANUARY 1991

A handwritten signature in dark ink, appearing to be 'J. A. Jones', written over a faint, illegible stamp.

an authorised officer

150834

THE COMPANIES ACT 1985 (AS AMENDED)

Private Company Limited by Shares

Written Resolution of

HUGHES NETWORK SYSTEMS LIMITED

We the undersigned, being all the members for the time being entitled to attend and vote at General Meetings of the Company, hereby approve and pass the following written resolution as an elective resolution.

RESOLUTION

- (a) That pursuant to Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint its auditors annually.
- (b) That pursuant to Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts, the directors' report and the auditors' report on those accounts.
- (c) That pursuant to Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in this and subsequent years hold annual general meetings.

  
\_\_\_\_\_  
A. J. Torillo

Duly authorised representative of  
HUGHES AIRCRAFT COMPANY

Dated as of February 10, 1992

  
\_\_\_\_\_  
C. H. Noski

Duly authorised representative of  
HUSINT S.A.

Dated as of February 10, 1992

