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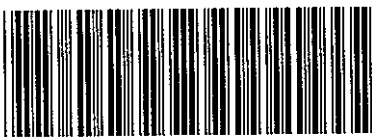
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 771516

The Registrar of Companies for England and Wales hereby certifies that  
GEC-MARCONI ELECTRONICS OVERSEAS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
MARCONI ELECTRONICS OVERSEAS LIMITED

Given at Companies House, Cardiff, the 11th November 1998



\*C00771516A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

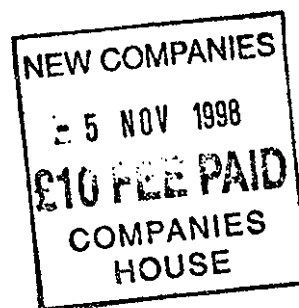


C O M P A N I E S H O U S E

HC006B

No. 771516

The Companies Acts 1948 to 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC-MARCONI ELECTRONICS OVERSEAS LIMITED

Passed 28th October, 1998

At an **EXTRAORDINARY GENERAL MEETING** of the above Company duly convened and held at The Grove, Warren Lane, Stanmore, Middlesex on the 28th October, 1998 the following resolution was passed as a **SPECIAL RESOLUTION:-**

"RESOLVED:-

THAT the name of the Company be changed to **MARCONI ELECTRONICS OVERSEAS LIMITED.**"

**E. A. PEACHEY**  
Chairman of the Meeting

