



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 88771

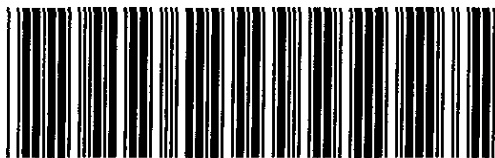
The Registrar of Companies for Scotland hereby certifies that

GEC FERRANTI OSP SERVICES LIMITED

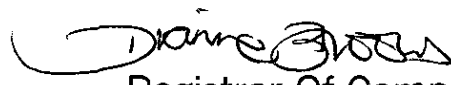
having by special resolution changed its name, is now incorporated
under the name of

BAE SYSTEMS OSP SERVICES LIMITED

Given at Companies House, Edinburgh, the 23rd February 2000

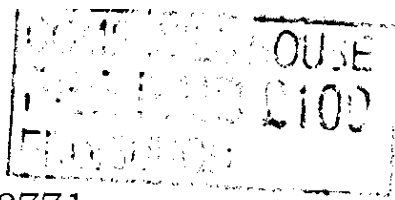


CSC088771M


for Registrar Of Companies



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



CERTIFIED TRUE COPY
E. A. Pearley
E. A. Pearley
SECRETARY OF THE COMPANY

Company No. 88771

GEC FERRANTI OSP SERVICES LIMITED

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting and accordingly **WE RESOLVE**:

"THAT the name of the Company be changed to **BAE SYSTEMS OSP SERVICES LIMITED**."

E. A. Pearley

on behalf of

MARCONI AVIONICS (HOLDINGS) LIMITED

Dated this 1st day of February, 2000

