

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4586941

The Registrar of Companies for England and Wales hereby certifies that

QINETIQ HOLDINGS LIMITED

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

QINETIQ GROUP LIMITED

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



C045869417



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

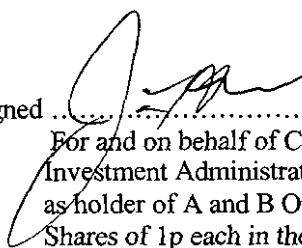
Company Number
4526941



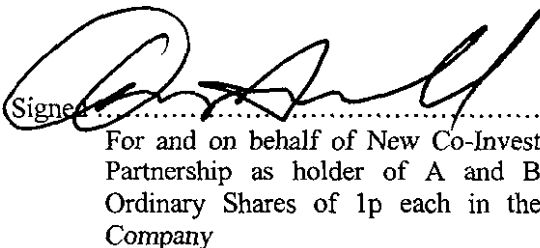
QINETIQ HOLDINGS LIMITED (THE "COMPANY")

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT TO
SECTION 381A OF THE COMPANIES ACT 1985**

We, the undersigned, being all the Members of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE THAT** the name of the Company be changed to "QinetiQ Group Limited".

Signed 
For and on behalf of CEP
Investment Administration Limited
as holder of A and B Ordinary
Shares of 1p each in the Company

Date 06/12/2005

Signed 
For and on behalf of New Co-Invest
Partnership as holder of A and B
Ordinary Shares of 1p each in the
Company
By: Carlyle Co-Invest GP Limited

Date 06/12/2005

Signed
Robert Helman as holder of A and
B ordinary shares of 1p each in the
Company

Date

Signed
Trevor Woolley as holder of A and B
ordinary shares of 1p each in the
Company and the holder of the special
share of £1 in the Company

Date



QINETIQ HOLDINGS LIMITED (THE "COMPANY")

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IN LIEU OF A GENERAL MEETING PASSED PURSUANT TO
SECTION 381A OF THE COMPANIES ACT 1985**

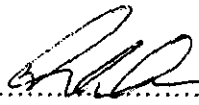
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Investment Administration Limited
as holder of A and B Ordinary
Shares of 1p each in the Company

Signed
For and on behalf of New Co-Invest
Partnership as holder of A and B
Ordinary Shares of 1p each in the
Company

Date

Date

Signed 
Robert Helman as holder of A and
B ordinary shares of 1p each in the
Company

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Trevor Woolley as holder of A and B
ordinary shares of 1p each in the
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