MARCONI ASTRONICS INC.

CONSENT OF SOLE SHAREHOLDER
IN LIEU OF MEETING
PURSUANT TO SECTION 228
OF THE GENERAL CORPORATION
LAW OF THE STATE OF DELAWARE

The undersigned, being the holder of all the issued and outstanding stock of Marconi Astronics Inc., a Delaware corporation (the "Corporation"), hereby takes the following action and adopts the following resolution by written consent pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware.

RESOLVED, that the Certificate of Incorporation of Marconi Astronics Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

> "First: The name of the corporation is BAE SYSTEMS Aircraft Controls Inc."

Executed this 21st day of February, 2000.

MARCONI NORTH AMERICA INC.

By: ____________________
Its Secretary

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UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
OF MARCONI ASTRONICS INC.
TO ACT WITHOUT A MEETING

WHEREAS, the members of the Board of Directors of Marconi Astronics Inc., hereinafter referred to as "the Corporation" desire to change the name of the Corporation; and

WHEREAS, pursuant to Section 141 of the General Corporation Law of the State of Delaware, such action may be taken without a meeting of the Board of Directors of the Corporation so long as all members of the Board consent thereto in writing; and

WHEREAS, the undersigned are all of the members of the Board of Directors of the Corporation; and

WHEREAS, the Corporation desires to amend its Certificate of Incorporation to reflect such change.

NOW, THEREFORE, BE IT RESOLVED that the Certificate of Incorporation of Marconi Astronics Inc. be amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

"FIRST: The name of the Corporation is BAE SYSTEMS Aircraft Controls Inc."

BE IT FURTHER RESOLVED that this Unanimous Consent of the Board of Directors may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

BE IT FURTHER RESOLVED that the Secretary shall cause this Unanimous Consent of the Board of Directors to be filed with the minutes of the proceedings of the Board of Directors.

Dated this 21st day of February, 2000.

Mark H. Ronald

John A. Currier

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * * *

MARCONI ASTRONICS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members adopted a resolution, filed with the minutes of the Board, proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

> "RESOLVED, that the Certificate of Incorporation of MARCONI ASTRONICS INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:
>
> > "FIRST: The name of the Corporation is BAE SYSTEMS Aircraft Controls Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MARCONI ASTRONICS INC. has caused this certificate to be signed by John A. Currier, its Assistant Secretary, this 21st day of February, 2000.

MARCONI ASTRONICS INC.

BY John A. Currier

John A. Currier

Assistant Secretary

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SENT BY: 10-30- 1 : 8:20AM : LEVAR→ 202 418 1944:# 5/ 5