

THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

STRATEX INTERNATIONAL PLC

1. The Company's name is STRATEX INTERNATIONAL PLC
2. The Company is to be a Public Company.
3. The Company's Registered Office is to be situated in England and Wales.
4. The Company's objects: -
 - (a) To carry on such other business or trade as the Directors of the Company may from time to time consider can be conveniently or advantageously carried on by the Company in furtherance of any of its objects.
 - (b) To buy, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever anywhere in the world any property of any nature whatsoever, whether movable or immovable, tangible or intangible, which the Company may deem necessary or convenient for the purposes of or in connection with its business and to sell, lease, licence, grant rights in or over, improve, exploit, turn to account, mortgage or develop all or any part of such property or generally deal with the same in such manner and for such consideration as the Company may think.
 - (c) To build, erect, construct, maintain, alter, renovate, enlarge, demolish, remove or replace any buildings, structures, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid or contributing to the cost thereof.
 - (d) To borrow or raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within,

in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (“the Act”) as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (e) To apply for, take out, hold, use, purchase or otherwise acquire any patents, licences, franchises, concessions and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information or data whatsoever and to exercise, use, develop, exploit, grant licences in respect of or otherwise turn to account any rights, information or data so acquired.
- (f) To invest in, purchase, subscribe for or otherwise acquire and hold and deal with any investments, shares, stock, debentures, debenture stock, bonds or securities of any nature whatsoever of any other company or corporation established, constituted or carrying on business in any part of the world.
- (g) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing of the securities of any shares, debentures, debenture stock, bonds, stock and securities of any company or corporation anywhere in the world, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration or otherwise as the Company may deem expedient.
- (h) 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 the Company may from time to time deem expedient.
- (i) To lend money or give credit with or without security on such terms as the Company may deem expedient and receive money on deposit or loan from and give guarantees or become surety for any persons, firms or companies whatsoever and wheresoever.
- (j) To enter into partnership or into any joint enterprise or 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 lawfully entitled to carry on or any business or transaction capable of being conducted so as to benefit the Company directly or indirectly.
- (k) To purchase, take over or otherwise acquire or undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company directly or indirectly.
- (l) To sell, assign, exchange, lease, dispose of, exploit, turn to account or otherwise deal with all or any part of the undertaking of the Company at such time and for such consideration as the Company may deem expedient and in particular the shares, stock or securities of any other company formed or to be formed.

- (m) To establish, promote, finance or otherwise assist either alone or in conjunction with others any other group for the purpose of acquiring all or any part of the assets, property, rights and liabilities of the Company or for any other purpose which the Company may consider likely to benefit the Company directly or indirectly.
- (n) To pay for any rights or property purchased or otherwise acquired by the Company and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever and generally on such terms as the Company may determine and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (o) To receive or accept payment in whole or in part for any property rights sold or otherwise disposed of by the Company and for any services rendered by the Company either cash, whether by installments or otherwise, or stock or shares, whether fully or partly paid up, of any company or corporation or any debentures or other securities of any company or corporation and generally on such terms as the Company may deem expedient and to hold or generally deal with by sale or otherwise any stock, shares, debentures or securities so received or accepted.
- (p) To make draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip warrants and other negotiable instruments of any nature.
- (q) To establish, subscribe to, subsidise or otherwise aid or help in the establishment or support of any associations, institutions, clubs, funds, trusts, and schemes calculated to be for the benefit of or to advance the well being or welfare of the directors, ex-directors, officers, ex-officers, employees, or ex-employees of the Company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, or families, dependents or connections and to subscribe or guarantee money for any charitable, benevolent or useful object of a public nature.
- (r) To distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being and from time to time required by law.
- (s) Subject to, and always in compliance with the provisions of the Act to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (t) To do, carry out or execute all or any of the foregoing objects and things in any part of the world either alone or in conjunction with others and whether or not as principals, agents, contractors, trustees, factors or otherwise and whether or not by or through agents, sub-contractors, trustees or otherwise.
- (u) To do all such other things as may be deemed incidental, ancillary or conducive to the attainment of the for

It is hereby expressly declared that the objects of the Company as specified in each of the foregoing sub-clauses shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same appear. The widest interpretation shall be given to the objects contained in each sub-clause and shall not be restrictively construed and the objects contained therein shall not, save where the context expressly so requires, be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects mentioned in any other sub-clause.

5. The liability of the members is limited.

6. The Company's share capital is £3000000.00 divided into 300000000 shares of £0.01 each.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this memorandum, and we agree to take the number of shares shown opposite our respective names.

Name(s) and Address(es) of Subscriber(s)

Date: 21 October 2005

Robert Peter Foster,

12 Heathfield Road, Chandlers Ford, Hampshire, SO53 5RR
Number of Shares taken: 1

David Hall,

Brackenbush Park, Killeney, Dublin, Republic of Ireland, D5
Number of Shares taken: 1

The total number of shares allocated to the subscribers is 2