

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3120711

The Registrar of Companies for England and Wales hereby certifies that

SECURICOR PUBLIC LIMITED COMPANY

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

SECURICOR (1996) PLC

Given at Companies House, London, the 10th November 1999



C031207119


L. CONNELLY

For The Registrar Of Companies



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

Company Number: 3120711



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF SECURICOR PLC

At an Extraordinary General Meeting of the above-named Company duly convened and held at Exchange House, Primrose Street, London EC2A 2HS on 18th October 1999 at 10:15 a.m. the resolutions set out below were duly passed. The first resolution was passed as a Special Resolution and the second, third and fourth resolutions were passed as Ordinary Resolutions.

SPECIAL RESOLUTION

1. THAT

- 1.1 the Scheme of Arrangement dated 22nd September, 1999 between the Company, the holders of the Scheme Shares, New Securicor and Cellular Holdings (each as therein defined), a print of which has been provided to this meeting and which for the purpose of identification has been signed by the Chairman of the meeting, in its original form or with any modification thereof, addition or condition thereto approved or imposed by the Court (the "Scheme") be and is hereby approved;
- 1.2 for the purpose of giving effect to the Scheme, the capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);
- 1.3 forthwith upon the reduction of capital referred to in paragraph 1.2 of this Resolution taking effect, the authorised share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 5p each in the capital of the Company as shall equal the number of Scheme Shares cancelled pursuant to paragraph 1.2 of this Resolution;
- 1.4 for the purpose of giving effect to the Scheme, the Directors of the Company be and are hereby unconditionally authorised for the purpose of section 80 of the Companies Act 1985 at any time up to 30th April, 2000 to exercise the powers of the Company to allot new ordinary shares of 5p each in the capital of the Company to New Cellular Holdings plc or its nominees, provided that the maximum nominal amount of new ordinary shares of 5p each that may be so allotted shall be £31,000,000;
- 1.5 the credit arising in the Company's books of account as a result of the cancellation of the Scheme Shares referred to in paragraph 1.2 of this Resolution shall be capitalised and applied in paying up in full at par such number of new ordinary shares of 5p each in the capital of the Company as shall have been created pursuant to paragraph 1.3 of this Resolution, credited as fully paid, to New Cellular Holdings plc or its nominees; and
- 1.6 conditional upon the Scheme becoming effective, the name of the Company be changed to Securicor (1996) plc.

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ORDINARY RESOLUTION

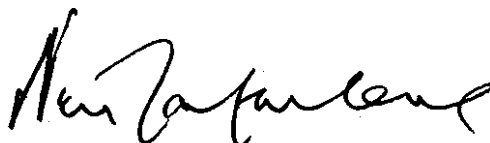
2. THAT the Rules of the New Securicor 1999 Sharesave Scheme ("Sharesave Scheme") and the Trust Deed of the New Securicor 1999 Qualifying Employee Share Ownership Trust ("QUEST") be and are hereby approved and the directors of New Securicor plc be and are hereby authorised to do all things as they may consider necessary or expedient to establish the Sharesave Scheme and the QUEST.

ORDINARY RESOLUTION

3. THAT the Rules of the New Securicor 1999 Executive Share Option Scheme ("Executive Scheme") be and are hereby approved and the directors of New Securicor plc be and are hereby authorised to do all things as they may consider necessary or expedient to establish the Executive Scheme.

ORDINARY RESOLUTION

4. THAT the directors of New Securicor plc be authorised to establish further schemes as they consider necessary or expedient for the benefit of overseas employees using shares or cash based on the Sharesave Scheme or the Executive Scheme, but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws.



CHAIRMAN