

NEW ICO GLOBAL COMMUNICATIONS (HOLDINGS) LIMITED

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION

New ICO Global Communications (Holdings) Limited, a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. A resolution setting forth the following amendment to the corporation's Restated Certificate of Incorporation and declaring the advisability of such amendment was duly adopted by the corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware:

"Article 5(A) of the Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

"A. Classes of Stock. The corporation is authorized to issue three classes of stock to be designated, respectively, "Class A Common Stock," "Class B Common Stock" and "Preferred Stock." The Class A Common Stock and the Class B Common Stock are collectively referred to herein as the "Common Stock." The total number of shares which the corporation is authorized to issue is 670,000,000 shares, of which 600,000,000 shares shall be Class A Common Stock, 60,000,000 shares shall be Class B Common Stock and 10,000,000 shares shall be Preferred Stock. Each share of Common Stock and Preferred Stock shall have a par value of one cent (\$.01). Authority is hereby expressly granted to the Board of Directors (the "Board") to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by the DGCL in respect of any class or classes of preferred stock or any series of any class of preferred stock of the corporation."

2. In lieu of a meeting of the stockholders, written consent has been given for the adoption of said amendment in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware, and written notice has been given in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, New ICO Global Communications (Holdings) Limited has caused this Certificate to be signed and attested by its duly authorized officer this 14<sup>th</sup> day of July, 2000.

NEW ICO GLOBAL COMMUNICATIONS  
(HOLDINGS) LIMITED

By



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W. Russell Daggatt  
Acting Chief Executive Officer