

**2000**

**RESTATED MEMORANDUM OF ASSOCIATION**

**OF**

**ELBIT SYSTEMS LTD.**

1. Name of Company: Elbit Systems Ltd.
2. Objectives of Company: To engage in any objective permitted by law.
3. Limitation of Shareholder Liability: Shareholder liability is limited to payment of the nominal (par) value of unpaid issued share capital.
4. Share Capital: The share capital of the Company is 80,000,000 New Israeli Shekels ("NIS"), divided into 80,000,000 ordinary shares par value 1 NIS per share, which shares are equal in rights.
5. Amendments to the Memorandum of Association: The shareholders, at a General Meeting, may amend this Memorandum of Association, in whole or in part, by a vote of a majority of sixty-seven percent (67%) of the shares voted at the General Meeting, not taking into account abstentions.

[End]