ACTION BY WRITTEN CONSENT
OF THE
SOLE STOCKHOLDER
OF
SES AMERICOM, INC.

The undersigned being the sole stockholder (the "Sole Stockholder") of SES Americom, Inc., a Delaware corporation (the "Corporation"), for the purpose of taking action in lieu of an annual meeting of the stockholders pursuant to Sections 211(b) and 228 of the General Corporation Law of the State of Delaware, hereby consent to the adoption of the following resolutions:

RESOLVED, that the existing By-Laws for the Corporation are hereby amended to read in their entirety as set forth in the Amended and Restated By-Laws for the Corporation attached hereto; and

RESOLVED FURTHER, that this Unanimous Written Consent of the Sole Stockholder shall be filed with the Minutes and records of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Stockholder of the Corporation as of August 17, 2009.

SES Global-Americas, Inc.

By: _____
Robert J. Risilywicz
Vice President

AMENDED AND RESTATED BY-LAWS ("BY-LAWS")

FOR

SES AMERICOM, INC.

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ARTICLE I
MEETINGS OF SHAREHOLDERS

Section 1. ANNUAL MEETING. The Annual Meeting of shareholders shall be held on the third Monday of March, at 10:00 a.m. in Princeton, New Jersey, or at such other date, time and place, either within or without the State of Delaware, as shall be designated by the Board of Directors and stated in any notice of the Meeting. At the Annual Meeting, the shareholders shall elect the Board of Directors and transact such other business as may properly be brought before the Meeting.

Section 2. SPECIAL MEETINGS. Special meetings of shareholders, for any purpose or purposes and at any time or place, may be called by the Board of Directors, Chairman of the Board, President, or shareholders owning a majority of the capital stock of the Corporation issued and outstanding and entitled to vote. Any notice of a special meeting shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called.

Section 3. NOTICE OF MEETINGS. Written notice of any Annual or Special meeting of shareholders shall be given not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting, provided, however, that a waiver of notice signed by a shareholder before or after the meeting or the attendance by a shareholder at the meeting (except attendance for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened) shall be deemed equivalent to notice.

Section 4. QUORUM AND VOTE REQUIRED. The holders of record of a majority of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power, present in person or represented by proxy, shall decide any question or matter brought before the meeting, unless a different vote is required by the Certificate of Incorporation or law.

Section 5. ACTION WITHOUT MEETING. Any action required to be taken by the General Corporation Law of the State of Delaware, the Certificate of Incorporation, or these By-laws at any Annual or Special meeting of shareholders, or permitted by law to be taken at any such meeting, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE II
DIRECTORS

Section 1. BOARD OF DIRECTORS. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may otherwise be required by law or the Certificate of Incorporation. The Board of Directors shall initially be composed of three directors but the Board of Directors or the shareholders may at any time increase or decrease the number of directors. Each director shall hold office until his successor is elected or qualified or until his earlier resignation or removal. Vacancies may be filled by the then-current directors, by majority vote, or by the shareholders at any meeting.

Any director may resign at any time upon written notice to the Corporation. Any director or the entire Board of Directors may be removed with or without cause by the holders of a majority of the shares entitled to vote at an election of directors.

Section 2. MEETINGS OF DIRECTORS. The Board of Directors may fix the time and place of regular and special meetings of the Board. A "regular meeting" is one of the quarterly meetings of the Board. Special meetings of the Board (those other than the regular meetings) may also be called by the Chairman of the Board, the President, or by any two directors.

Regular meetings of the Board may be held on at least ten days prior notice at such time and place as shall be determined by resolution of the Board. Special meetings of the Board may be called upon at least two days' notice to each director, at his residence or place of business, personally, by express delivery service (so that the scheduled delivery date of the notice is at least one day in advance of the meeting), or by telephone, telegraph, or facsimile, electronic mail (effective when directed to an electronic mail address of the director), or on five days' notice by mail (effective upon deposit of such notice in the mail) stating the time and place thereof; provided, however, that a waiver of notice signed by a director before or after the meeting or the attendance by a director at the meeting (except attendance for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened) shall be deemed equivalent to notice.

Two-thirds of the total directors then in office shall constitute a quorum for the transaction of business and a vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3. COMMITTEES OF DIRECTORS. The Board of Directors, by a duly adopted resolution, may designate from among its members a Management Committee and such other committees, each consisting of one or more directors, and each of which to the extent provided in the applicable Board resolution, shall have all the authority of the Board to the fullest extent of permitted by law. Unless otherwise provided in the applicable Board resolution, a majority of the members of a committee shall constitute a quorum for the transaction of business and a vote of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 5. TELEPHONIC MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE III
OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall include the President, one or more Vice Presidents, a Secretary and such other officers as the Board of Directors may from time to time elect. The Board of Directors may also appoint one or more Assistant Secretaries and such other agents of the Corporation as it may from time to time determine.

All officers shall in principle be elected annually by the Board of Directors at its first meeting following the Annual Meeting of shareholders and shall hold office until their successors are elected and qualify or until their earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation and may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 2. CHAIRMAN OF THE BOARD. The Chairman of the Board, subject to the direction of the Board, shall exercise general direction and supervision over the business and affairs of the Corporation, and shall perform such other duties as may be assigned to him by the Board of Directors. He shall preside at all meetings of the shareholders and of the Board of Directors.

Section 3. PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Chairman of the Board, shall direct and supervise the operations of the Corporation and perform such other duties as may be assigned him from time to time by the Chairman of the Board of Directors. The President shall also preside at meetings of the Board of Directors in the absence of the Chairman of the Board.

Section 4. VICE PRESIDENTS. The Vice Presidents, one or more of whom may be designated Senior Vice Presidents, shall perform such duties as may be assigned to them by the Board of Directors or the Chairman of the Board.

Section 5. SECRETARY. The Secretary shall record the proceedings of all meetings of the Board of Directors and of the shareholders in a book to be kept for that purpose,

give or cause to be given all notices of meetings of shareholders or directors in accordance with provisions of law, the By-laws of the Corporation, or resolutions of the Board, have custody of the seal of the Corporation and authority to affix the corporate seal on all corporate documents properly executed on behalf of the Corporation and to attest the same, and perform such other duties as from time to time may be assigned to him by the Board of Directors, the Chairman of the Board or the President.

Section 6. ASSISTANT OFFICERS. The Assistant Secretary or Secretaries shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and such other duties as the Board of Directors, the Chairman of the Board, the President or the Secretary may from time to time assign.

ARTICLE IV
INDEMNIFICATION

Section 1. RIGHT TO INDEMNIFICATION; PROCEDURE. The Corporation shall indemnify, to the fullest extent permitted by applicable law, any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise (hereinafter a "proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation, or while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust or other enterprise against all expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred in connection therewith; provided, however, that except as provided in Section 3 of this Article with respect to proceedings to enforce rights to indemnification and advancement of expenses, the Corporation shall indemnify any such person in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors.

The Corporation shall indemnify a director or officer who was successful, on the merits or otherwise, in the defense of any proceeding, or in the defense of any claim, issue or matter in any proceeding, to which such person was, is or is threatened to be made a party by reason of the fact that he or she is or was a director or officer of the Corporation, against all expenses actually and reasonably incurred by such person in connection therewith.

To receive indemnification under this Article, a director or officer shall submit to the Corporation a written request, which shall include documentation or information which is necessary to determine whether indemnification is payable under this Article and which is reasonably available to the director or officer. Upon receipt by the Corporation of such a written request, a determination regarding whether indemnification is payable under this Article shall be made (a) by a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (b) by a committee of such disinterested directors designated by a majority vote of the disinterested directors, even though less than a quorum, (c) if there are no disinterested directors, or if such disinterested directors so direct, by independent legal counsel in

a written opinion or (d) by the stockholders of the Corporation. All such indemnification shall be paid in full within 60 days after the Corporation receives a written request therefor, unless a determination is made that the claims giving rise to the request are not payable under this Article.

Section 2. RIGHT TO ADVANCEMENT OF EXPENSES; PROCEDURE. In addition to the right to indemnification conferred in Section 1 of this Article, a director or officer shall, to the fullest extent permitted by applicable law, also have the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that an advancement of expenses incurred by a director or officer shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by a final, nonappealable adjudication that such director or officer is not entitled to indemnification under this Article.

Notwithstanding the foregoing, the Corporation shall not advance or continue to advance expenses to a director or officer in any proceeding if a determination is reasonably and promptly made by (a) a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (b) by a committee of such disinterested directors designated by a majority vote of the disinterested directors, even though less than a quorum, or (c) if there are no disinterested directors, or if such disinterested directors so direct, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such director or officer has not met the applicable standard of conduct for indemnification set forth in the General Corporation Law of the State of Delaware.

To receive an advancement of expenses under this Article, a director or officer shall submit to the Corporation a written request, which shall reasonably evidence the costs and expenses incurred by the director or officer and shall include or be accompanied an undertaking. All payments to be made on account of the Corporation's advancement obligations under this Article shall be made within 20 days after the Corporation receives the written request therefor.

Section 3. ENFORCEMENT OF INDEMNIFICATION; BURDEN OF PROOF. If a claim under Section 1 or 2 of this Article is not paid in full by or on behalf of the Corporation within the time periods specified therein, the director or officer may at any time thereafter bring suit against the Corporation in a court of competent jurisdiction in the State of Delaware to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses, the director or officer shall be entitled to be paid also the expense incurred in connection with prosecuting or defending such claim. In any suit brought by a director or officer to enforce a right to indemnification hereunder (but not in a suit brought by a director or officer to enforce a right to advancement of expenses) it shall be a defense that such person has not met any applicable standard of conduct for indemnification set forth in the General Corporation Law of the State of Delaware, and in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final, nonappealable adjudication by a court of competent jurisdiction that the director or officer has not met the applicable standard of conduct for indemnification set forth in the General Corporation Law of the State of Delaware. Neither the failure of the Corporation (including its

directors who are not party to the proceeding, a committee of such directors, independent legal counsel or the stockholders) to have made a determination prior to the commencement of such suit that indemnification of the director or officer is proper in the circumstances because the director or officer has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its directors who are not party to the proceeding, a committee of such directors, independent legal counsel or the stockholders) that the director or officer has not met such applicable standard of conduct, shall create a presumption that the director or officer has not met the applicable standard of conduct or, in the case of such a suit brought by the director or officer, be a defense to such suit. In any suit brought by a director or officer to enforce a right to indemnification or to an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the director or officer is not entitled to be indemnified, or that the director or officer is not entitled to an advancement of expenses, under this Article shall be on the Corporation.

Section 4. NON-EXCLUSIVITY OF RIGHTS. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any law, agreement, vote of stockholders or disinterested directors, provisions of the Certificate of Incorporation or these By-laws or otherwise.

Section 5. INSURANCE, ETC. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 6. INDEMNIFICATION OF AND ADVANCEMENT OF EXPENSES TO EMPLOYEES AND AGENTS. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent permitted by applicable law.

Section 7. NATURE OF RIGHTS. The rights conferred upon directors and officers in this Article shall be contract rights that shall vest at the time a person becomes a director or officer and that shall continue as to a person who has ceased to be a director or officer and inure to the benefit of such person's executors, administrators or other legal representatives. Any amendment, alteration or repeal of this Article that adversely affects any right of a director or officer or such person's successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

Section 8. SETTLEMENT OF CLAIMS. The Corporation shall not be liable to indemnify any person under this Article for any amounts paid in settlement of any action or claim effected without the Corporation's written consent, which consent shall not be unreasonably withheld, or for any judicial award if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 9. SUBROGATION. In the event of payment under this Article by or on behalf of the Corporation, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the director or officer, who shall execute all papers that may be required and shall do all things that may be necessary to secure such rights, including, without limitation, the execution of such documents as may be necessary to enable the Corporation effectively to bring suit to enforce such rights.

Section 10. SEVERABILITY. In the event that any provision of this Article is determined by a court to require the Corporation to do or to fail to do an act which is in violation of applicable law, such provision shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, such provision and the balance of this Article shall be enforceable in accordance with their terms.

ARTICLE V
AMENDMENT OF BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by the shareholders or by the Board of Directors at any regular or special meeting of the shareholders or of the Board of Directors.