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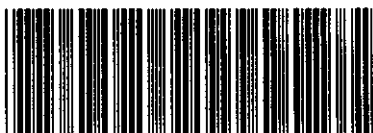
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2379804

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS CABLECOMMS CHESHIRE

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

Given at Companies House, Cardiff, the 13th June 2000



C02379804C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



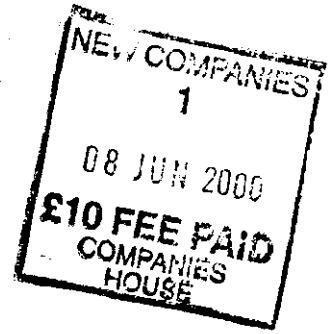
C O M P A N I E S H O U S E

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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS



-of-

CABLE & WIRELESS COMMUNICATIONS CABLECOMMS CHESHIRE

The undersigned, being all of the members of the above-named company (the "**Company**") for the time being entitled to attend and vote at general meetings of the Company resolve in accordance with section 381A of the Companies Act 1985:-

SPECIAL RESOLUTIONS

1. THAT:-

- 1.1** pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be amended by the deletion of article 24(A); and
- 1.2** subject to the consent of the Registrar of Companies, the name of the Company be changed to " NTL Cablecomms Cheshire".

ELECTIVE RESOLUTIONS

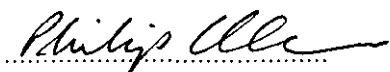
2. THAT:-

- 2.1** pursuant to section 252 of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 2000 and subsequent years.
- 2.2** pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.
- 2.3** pursuant to sections 369(4) and 378(3) of the Act, the Company elects that the provisions of those sections shall have effect in relation to the Company as if for the cent. there were substituted references to 90 per cent; and




2.4 pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

Date: 30 MAY 2000



For and on behalf of
Cable & Wireless Communications
CableComms Holdings No.1 Limited



For and on behalf of
NYNEX North CableComms Management Inc.