

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2427199

The Registrar of Companies for England and Wales hereby certifies that
BELL CABLEMEDIA HOLDINGS (FENLAND) LIMITED

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

CABLE & WIRELESS COMMUNICATIONS HOLDINGS (FENLAND)
LIMITED

Given at Companies House, Cardiff, the 25th February 1999



C024271990



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



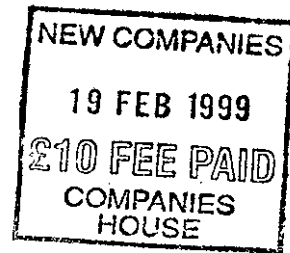
C O M P A N I E S H O U S E

HC006B

COMPANY NUMBER: 2427199

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

BELL CABLEMEDIA HOLDINGS (FENLAND) LIMITED

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of Bell Cablemedia Holdings (Fenland) Limited (the "Company") duly convened and held on 10 February 1999 the following resolution was passed as a Special Resolution of the Company:

RESOLUTION

THAT the name of the Company be changed to
"Cable & Wireless Communications Holdings (Fenland) Limited"



Chairman

