

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2719477

The Registrar of Companies for England and Wales hereby certifies that
VIDEOTRON CORPORATION LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CABLE & WIRELESS COMMUNICATIONS CORPORATION LIMITED

Given at Companies House, Cardiff, the 26th February 1999



C02719477P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

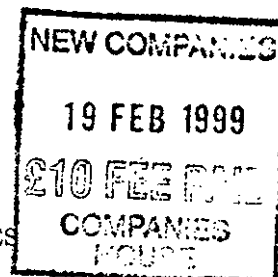
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L 774753

COMPANY NUMBER: 2719477

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

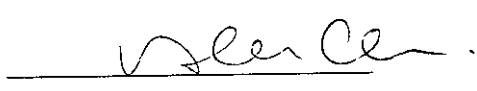
VIDEOTRON CORPORATION LIMITED

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of Videotron Corporation 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 Corporation Limited"


Chairman

