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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2735732

The Registrar of Companies for England and Wales hereby certifies that BELL CABLEMEDIA PLC

having by special resolution changed its name, is now incorporated under the name of CABLE & WIRELESS COMMUNICATIONS (B) PLC

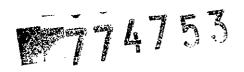
Given at Companies House, Cardiff, the 26th February 1999



C02735732P







THE COMPANIES ACT 1985

NEW COMPANIES
19 FEB 1999

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

BELL CABLEMEDIA PLC

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of Bell Cablemedia plc (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 (B) plc"

v zler Clr

Chairman

