

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2735732

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS (B) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NTL (B) LIMITED

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



C02735732C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C006

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

CABLE & WIRELESS COMMUNICATIONS (B) LIMITED

The undersigned, being all 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 subject to the consent of the Registrar of Companies, the name of the Company be changed to "NTL (B) Limited".

ELECTIVE RESOLUTIONS

2. THAT:-
 - 2.1 pursuant to section 80A(1) of the Companies Act 1985 as amended by the Companies Act 1989 (the "**Act**"), the Company elects that the provisions of section 80(A) of the Act shall apply instead of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80;
 - 2.2 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.
 - 2.3 pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.



- 2.4 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 references to 95 per cent. there were substituted references to 90 per cent; and
- 2.5 pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION

3. THAT for the purposes of section 80 of the Companies Act 1985 (so that expressions used in this resolution shall bear the same meanings as in the said section 80):-
- 3.1 the Directors be and are hereby unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal value of £1,000,000,000 to such persons and at such times and on such terms as they think proper (for an indefinite period) ; and
- 3.2 the Company be and is hereby authorised to make, at any time while this resolution is not revoked or has not ceased to have effect, any offer or agreement which would or might require relevant securities to be allotted after this authority ceases to have effect or is revoked and the Directors may allot relevant securities pursuant to any such offer or arrangement notwithstanding the revocation or ceasing to have effect of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.

Date: 30 MAY 2000


CABLE & WIRELESS COMMUNICATIONS LIMITED