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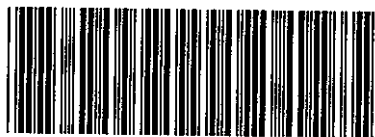
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2798236

The Registrar of Companies for England and Wales hereby certifies that
STI (YORKSHIRE CABLE) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GENERAL CABLE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 23rd August 1996



C02798236M

R. C. Edwards

R. C. EDWARDS

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

STI (YORKSHIRE CABLE) LIMITED



2798236

We, the undersigned, being all the Members of the Company who (at the date of this Written Resolution) would be regarded for the purposes of Article 4 of the Company's Articles of Association as entitled to attend and vote at a General Meeting of the Company, hereby agree pursuant to such Article to the following Resolution (which would otherwise be required to be passed as a Special Resolution).

THAT the name of the Company be changed to General Cable Holdings Limited with effect on and from Completion of the Share Exchange Agreement dated 08 July 1996 made between General Cable PLC and Singapore Telecom International Pte Limited

.....31.....July 1996

SIGNED by
for and on behalf of
SINGAPORE TELECOM INTERNATIONAL PTE LIMITED

