

No. 1932254



THE COMPANIES ACTS 1985 TO 1989

XXXXXXXXXXXXXXXXXXXX

COMPANY LIMITED BY SHARES

XXXXXXXXXXXXXXXXXXXX

RESOLUTION

of

ANDOVER CABLEVISION LIMITED

XXXXXXXXXXXXXXXXXXXX

(Passed 17th July 1998)

XXXXXXXXXXXXXXXXXXXX

The following resolutions were resolved upon by the sole shareholder of the Company on 17 July 1998, the first of which as a special resolution, and the second of which as an elective resolution.

SPECIAL RESOLUTION

1. THAT:

- (a) the existing 9,000,000 redeemable preference shares of £1 each in the capital of the Company be consolidated into one Special Share of nominal value £9,000,000 and such Special Share be subdivided into 9,000,000 ordinary shares of £1 each, such new ordinary shares to rank pari passu with the existing ordinary shares of £1 each in the capital of the Company.
- (b) pursuant to Section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting Clause 3 thereof and by substituting the following new Clause 3 therefor:
 - "3(A) (i) To carry on all or any of the businesses of running (whether under licence or otherwise), operating, managing and supplying telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds.
 - (ii) To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds (including, without prejudice to the generality of the foregoing, telecommunication and broadcasting services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication or broadcasting systems or

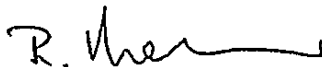
the Company, shall be deemed to include any body corporate, partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (4) In this paragraph 3 the expression "the Act" means the Companies Act 1985, the expressions "parent undertaking" and "subsidiary undertaking" shall have the meanings given to them by the Act provided that any reference in this paragraph 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."
- (c) the present Articles of Association of the Company be deleted in their entirety and new Articles of Association, a copy of which is attached, be adopted.

ELECTIVE RESOLUTION

2. THAT:-

- (a) pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 1998 and subsequent years;
- (b) pursuant to section 36A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings in 1998 and subsequent years;
- (c) pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



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Secretary