

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2270117

The Registrar of Companies for England and Wales hereby certifies that
BELL CABLEMEDIA ACQUISITION COMPANY LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CABLE & WIRELESS COMMUNICATIONS ACQUISITION COMPANY
LIMITED

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



C02270117P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

774753

COMPANY NUMBER: 2270117

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

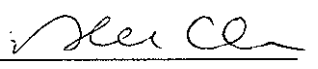
BELL CABLEMEDIA ACQUISITION COMPANY LIMITED

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of Bell Cablemedia Acquisition Company 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 Acquisition Company Limited"



Chairman

