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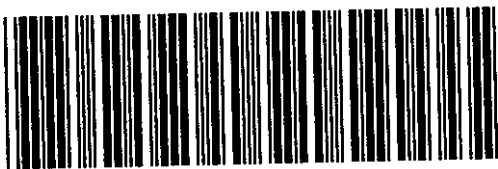


**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2357645

The Registrar of Companies for England and Wales hereby certifies that
DIAMOND CABLE COMMUNICATIONS (UK) LIMITED
having by special resolution changed its name, is now incorporated
under the name of
NTL MIDLANDS LIMITED

Given at Companies House, Cardiff, the 2nd June 1999



C023576451

Sarah Morgan

SARAH MORGAN.

For The Registrar Of Companies



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

012491, CON11758 JTH

Company No: 2357645

THE COMPANIES ACTS 1985 TO 1989
A COMPANY LIMITED BY SHARES

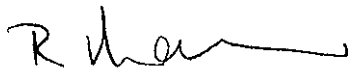
Written Resolution

Of

Diamond Cable Communications (UK) Limited
(the "Company")

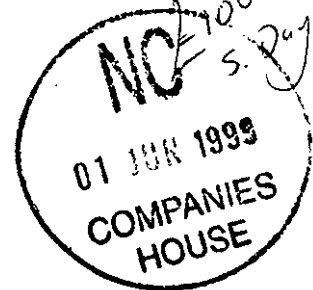
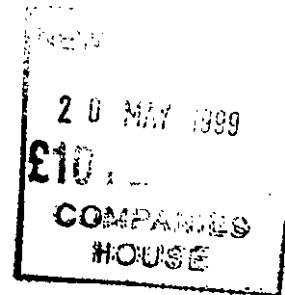
The following resolution is signed by or on behalf of all the members of the Company who at the date set out below would be entitled to attend and vote at general meetings of the Company.

IT WAS RESOLVED THAT the Company's name be changed to "ntl Midlands Limited".



For and on behalf of
JEWEL HOLDINGS LIMITED

Dated 19.5.99



paid
20/5/99

