

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2379804

The Registrar of Companies for England and Wales hereby certifies that
NYNEX CABLECOMMS CHESHIRE

having by special resolution changed its name, is now incorporated
under the name of
CABLE & WIRELESS COMMUNICATIONS CABLECOMMS CHESHIRE

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



C02379804P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

COMPANY NUMBER: 2379804

THE COMPANIES ACT 1985



A PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

SPECIAL RESOLUTION

- of -


NYNEX CABLECOMMS CHESHIRE

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of NYNEX Cablecomms Cheshire (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 CableComms Cheshire"



Chairman

