



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2379804

I hereby certify that

CHESHIRE CABLE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

NYNEX CABLECOMMS CHESHIRE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 3 JUNE 1993

A handwritten signature in cursive script, appearing to read 'G A Brenton'.

G A BRENTON

an authorised officer

Company No. 2379804



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN SHAREHOLDERS' RESOLUTION

of

CHESHIRE CABLE LIMITED

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

RESOLUTION

THAT the name of the Company be changed to "NYNEX CableComms Cheshire Limited".

3/6/93

DATED *May 11*, 1993.

Gregory J. Milner
For and on behalf of
NYNEX U.K. Telephone and Cable
T.V. Holding Company Limited

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