

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2387692

The Registrar of Companies for England and Wales hereby certifies that  
CUC CABLEVISION (UK) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
TELECENTIAL COMMUNICATIONS LIMITED

Given at Companies House, Cardiff, the 18th September 1995



\*C02387692H\*

  
M.LEWIS

For the Registrar of Companies



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

HC006B

No: 2387692



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by Shares

RESOLUTION OF THE SOLE SHAREHOLDER OF

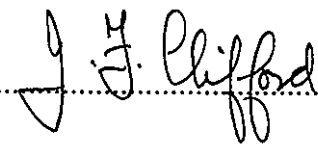
CUC CABLEVISION (UK) LTD

On 6th September 1995 the sole member, for the time being entitled to receive notice of, attend and vote at general meetings of the above-named Company (Telecential Communications (Canada) Ltd.) passed the following resolution by way of written resolution.

Resolution

10/9/95

THAT the Company change its name to Telecential Communications Limited.

  
.....  
Secretary

CD952510131

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB  
MAN/G&P

CD952510.131 DMYB 080995:1604

