

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2387692

The Registrar of Companies for England and Wales hereby certifies that

COMTEL LIMITED

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

NTL SOUTH CENTRAL LIMITED

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



\*C023876921\*

*Sarah Morgan*

SARAH MORGAN,

For The Registrar Of Companies

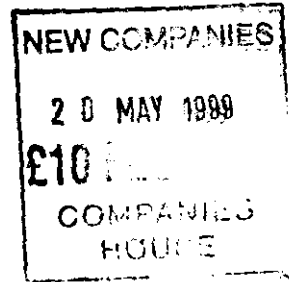


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Company No: 2387692

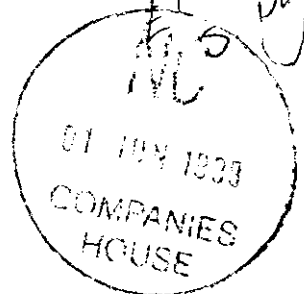


THE COMPANIES ACTS 1985 TO 1989  
A COMPANY LIMITED BY SHARES

Written Resolution

Of

ComTel 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 South Central Limited".

For and on behalf of  
NTL GROUP LIMITED

Dated 19.5.99

