

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2387713

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS CABLECOMMS DERBY

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

Given at Companies House, Cardiff, the 13th June 2000



C02387713C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

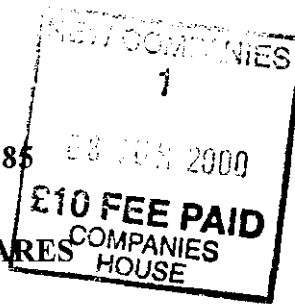
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MS. 2387713

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

-of-

CABLE & WIRELESS COMMUNICATIONS CABLECOMMS DERBY

The undersigned, being the only member of the above-named company (the "**Company**") for the time being entitled to attend and vote at general meetings of the Company resolves in accordance with section 381A of the Companies Act 1985:-

SPECIAL RESOLUTIONS

1. THAT:-
 - 1.1 pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be amended by the deletion of article 23(A); and
 - 1.2 subject to the consent of the Registrar of Companies, the name of the Company be changed to "NTL Cablecomms Derby".

ELECTIVE RESOLUTIONS

2. THAT:-
 - 2.1 pursuant to section 252 of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 2000 and subsequent years.
 - 2.2 pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.



- 2.3 pursuant to sections 369(4) and 378(3) of the Act, the Company elects that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent. there were substituted references to 90 per cent; and
- 2.4 pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

Date: 30 MAY 2000



For and on behalf of
Cable & Wireless Communications
Derby Cablevision Holding Company



For and on behalf of
North Cablecomms Management Inc.