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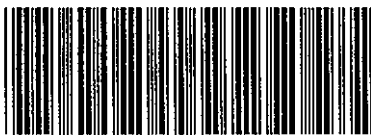
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2387713

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

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

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



\*C02387713P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC006B

774753

COMPANY NUMBER: 2387713

\_\_\_\_\_  
THE COMPANIES ACT 1985  
\_\_\_\_\_  
\_\_\_\_\_

A PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL  
\_\_\_\_\_



SPECIAL RESOLUTION

- of -


**NYNEX CABLECOMMS DERBY**

\_\_\_\_\_  
PASSED ON THE TENTH DAY OF FEBRUARY 1999  
\_\_\_\_\_

At an Extraordinary General Meeting of NYNEX Cablecomms Derby (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 Derby"

  
\_\_\_\_\_  
Chairman

