

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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2387713

Name of company

* insert full
name of Company

* CHULSAWOOD LIMITED

I, JACQUELINE SAMUELS ON BEHALF OF LEGIBUS SECRETARIES LIMITED

of ROYEX HOUSE

ALDERMANBURY SQUARE

LONDON EC2V 7LD

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the execution of the company's~~
[person named as ~~director or~~ secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 35 BASINGHALL STREET

LONDON EC2

Declarant to sign below

the 12th day of May

One thousand nine hundred and eighty- nine

before me Adrian Dear

For and on behalf of LEGIBUS SECRETARIES LTD.

J Samuels.
Authorised Signatory

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

CLIFFORD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

Ref: DHT/CAL/JQS

For official Use

New Companies Section

Post room





Statement of first directors and secretary and intended situation of registered office

10

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this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

* Insert full name
of company

Name of company

* CHULSAWOOD LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

ROYEX HOUSE	
ALDERMANBURY SQUARE	
LONDON	
Postcode	EC2V 7LD

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

CLIFFORD CHANCE	
ROYEX HOUSE	
ALDERMANBURY SQUARE,	
LONDON	
Postcode	EC2V 7LD

Number of continuation sheets attached (see note 1)

--

Presenter's name address and
reference (if any):

CLIFFORD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD


For official Use
General Section

12 MAY 1989

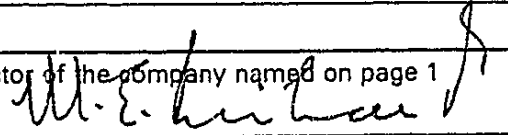
Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		TATE, DAVID HENRY		Business occupation	
				SOLICITOR	
Previous name(s) (note 3)				Nationality	
Address (note 4)				BRITISH	
ROYEX HOUSE					
ALDERMANBURY SQUARE				Date of birth (where applicable)	
LONDON		Postcode	EC2V 7LD	(note 6)	
Other directorships † SEE ATTACHED SHEET					
I consent to act as director of the company named on page 1					
Signature 				Date 10.5.89	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		RICHARDS, MARTIN EDGAR		Business occupation	
				SOLICITOR	
Previous name(s) (note 3)				Nationality	
Address (note 4)				BRITISH	
ROYEX HOUSE					
ALDERMANBURY SQUARE				Date of birth (where applicable)	
LONDON		Postcode	EC2V 7LD	(note 6)	
Other directorships † LEGIBUS SECRETARIES LIMITED					
LEGIBUS NOMINEES LIMITED					
I consent to act as director of the company named on page 1					
Signature 				Date 11.5.89	

Name (note 3)				Business occupation	
Previous name(s) (note 3)				Nationality	
Address (note 4)					
				Date of birth (where applicable)	
		Postcode		(note 6)	
Other directorships †					
I consent to act as director of the company named on page 1					
Signature				Date	

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write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		LEGIBUS SECRETARIES LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7)		ROYEX HOUSE	
		ALDERMANBURY SQUARE	
LONDON		Postcode	EC2V 7LD
I consent to act as secretary of the company named on page 1 For and on behalf of LEGIBUS SECRETARIES LTD.			
Signature		Date 11.5.89	
<i>J. Samuel</i> Authorised Signatory			

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	<i>J. Samuel</i>	Date	11.5.89
Signed	FOR AND ON BEHALF OF LEGIBUS SECRETARIES LTD	Date	
Signed	<i>Alh</i>	Date	11.5.89
Signed	FOR AND ON BEHALF OF LEGIBUS NOMINEES LTD	Date	
Signed		Date	
Signed		Date	

DIRECTORSHIPS OF MR D H TATE

ATLANTIC RESOURCES (NORTH SEA) LIMITED
CHIEFTAIN EXPLORATION (UK) LIMITED
LEGIBUS SECRETARIES LIMITED
LEGIBUS NOMINEES LIMITED
THE COLLEY WOOD SYNDICATE LIMITED
CHARTER OIL (UK) LIMITED
NEPCO EXPLORATION (UK) LIMITED
NEPCO PETROLEUM (UK) LIMITED
CHARTER OIL (UK TRADING) LIMITED
I.F.P. FOREST AND PAPER PRODUCTS (UK) LIMITED (ALT)
MICROPRO INTERNATIONAL LIMITED (ALT)
CROSBY ASSOCIATES UK LIMITED (ALT)
ERMENEGILDO ZEGNA LIMITED (PAST)
ESSELTE LIMITED (ALT) (PAST)
BURKE O'NEIL LIMITED (PAST)
NEW BRIDGE STREET CONSULTANTS LIMITED (PAST)
CONTINENTAL OFFICE SERVICES LIMITED (PAST)
ESSELTE HOLDINGS LIMITED (ALT) (PAST)
ALYRAH LIMITED (PAST)
CHANCELLOR INSURANCE CO (UK) LIMITED (PAST)
CONTINENTAL CONSULTING COMPANY LIMITED (PAST)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- of -

CHULSAWOOD LIMITED

1. The Company's name is "CHULSAWOOD LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (A)
 - (i) To carry on business as manufacturers, builders and suppliers of and dealers in goods of all kinds, and as mechanical, general, electrical, marine, radio, electronic, aeronautical, chemical, petroleum, gas civil and constructional engineers, and manufacturers, importers and exporters of, dealers in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other articles and things.
 - (ii) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.
 - (iii) To carry on the businesses in any part of the world as importers, exporters, buyers, sellers, distributors and dealers and to win, process and work produce of all kinds.
 - (B) To carry on the following businesses, namely, contractors, garage proprietors, filling station proprietors, owners and charterers of road vehicles, aircraft and ships and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air, forwarding, transport and commission agents, customs agents, stevedores, wharfingers, cargo superintendents, packers, warehouse storekeepers, cold store keepers, hotel proprietors, caterers, publicans, consultants, advisers, financiers, bankers, advertising agents, insurance brokers, travel agents, ticket agents and agency business of all kinds and generally to provide entertainment for and

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render services of all kinds to others and to carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.

- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or which are likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (E) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which may in the opinion of the Directors be capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (G) To enter into any arrangements with any government or authority national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which in the opinion of the directors is desirable, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, registered designs, protections, concessions and the like, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (I) To acquire an interest in, amalgamate with or enter into partnership or into any arrangement for the sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession, or

otherwise with any company, or with any employees of the Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (J) To lend money to, to subsidise and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents or brokers for and render services to any company, and to undertake and perform sub-contracts.
- (K) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company each as defined by Section 736 of the Companies Act 1985 or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph (K) guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.
- (L) To promote, finance or assist any company for the purpose of acquiring all or any of the property, rights or undertaking or assuming the liabilities of the Company, or for any other purpose which may be in the opinion of the directors directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such company as aforesaid.
- (M) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of or incidental to the formation, registration, promotion and advertising of or raising money for the Company, and the issue of its capital including those incurred in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares or other securities.

- (N) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as fully paid up in full or in part or otherwise.
- (O) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges over or in respect thereof.
- (P) To receive money on deposit upon such terms as the Directors of the Company may approve.
- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the Directors.
- (R) To lend money or give credit with or without security, but not to carry on the business of a registered money lender.
- (S) To borrow or raise or secure the payment of money in such manner as the Directors shall approve and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (T) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company and to co-ordinate, finance and manage the business and operation of any company in which the Company holds any such interest.
- (V) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (W) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (X) To adopt such means of making known the businesses and products of the Company as may in the opinion of the Directors seem expedient,

and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

- (Y) To support, subscribe or contribute to any charitable or public object or any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business and to subsidise or assist any association of employers or employees or any trade association. To grant pensions, gratuities, annuities or charitable aid and generally to provide advantages, facilities and services to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the wives, children or other dependants or relatives of such persons, to make advance provision for the payment of such pensions, gratuities or annuities as aforesaid by establishing or acceding to such trusts schemes or arrangements (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation for the time being in force) as may seem expedient, to appoint trustees or to act as trustee of any such schemes or arrangements, and to make payments towards insurance for the benefit of such persons or to their wives, children, or other dependants or relatives.
- (Z) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the employees of the Company or any subsidiary, allied or associated company, and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (AA) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may in the opinion of the directors seem expedient, and to oppose any proceedings or applications which may in the opinion of the Directors seem calculated directly or indirectly to prejudice the Company's interests.
- (BB) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (CC) To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a

reduction of capital shall be made except with the sanction (if any) for the time being required by law.

- (DD) To amalgamate with any other company.
- (EE) Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- (FF) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subcontractors or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (GG) To do all such other things as are in the opinion of the Directors incidental or conducive to the attainment of the above objects, or any of them.

The objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of this clause or the objects or powers therein specified or conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph, but the Company shall have as full as power to exercise all or any of the objects and powers provided in each paragraph as if each paragraph contained the objects of a separate company.

The word "company" in this Clause (except where used in reference to the Company) shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere and whether incorporated or unincorporated, and words denoting the singular number only shall include the plural number and vice versa. The expression "the Act" in this Clause means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any modification or re-enactment of that provision for the time being in force.

- 4. The liability of the Members is limited.
- 5. The Company's Share Capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares in the capital of the Company shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

J Samuels.

me

JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

Ch

One

CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

DATED the *11th* day of *May*, 1989.

WITNESS to all the above Signatures:-

DENISE WARD
Royex House
Aldermanbury Square
London EC2V 7LD

Dward.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CHULSAWOOD LIMITED

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 24, 41, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

4. (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period of five years from the date of incorporation unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed at the date of renewal.

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or

agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.

6. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

7. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

NOTICES.

8. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

TRANSFERS.

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

11. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

12. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table shall be modified accordingly.

13. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote,

shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.

14. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS.

15. Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.

20. The office of Director shall be vacated if the Director

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or

is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

21. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

22. Without prejudice to the powers of the Directors under Regulation 79 of Table A the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

23. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.

24. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.

25. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Directors by a majority consisting of not less than two-thirds of all the Directors shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

26. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

27. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

28. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 20(d) hereof shall be interpreted accordingly.

29. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

THE SEAL.

30. The Directors or a committee of Directors authorised by the Directors may by telephone or telex communication or by facsimile reproduction authorise the Secretary or any Director to use the Seal and the transmission of such authority shall constitute a determination in such case that the Secretary or the named Director alone may sign any instrument to which the Seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

RESERVES.

31. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS.

32. The Directors may with the authority of an Ordinary Resolution:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on

shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES.

33. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITIES.

34. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

NAMES AND ADDRESSES OF SUBSCRIBERS

J Samuels.

JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

llh

CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

DATED this *11th* day of *May*, 1989.

WITNESS to the above Signatures:-

Denise Ward
Royex House
Aldermanbury Square
London EC2V 7LD

Dward

CAL554N1.19

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2387713

I hereby certify that

CHULSAWOOD LIMITED

**is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.**

**Given under my hand at the Companies Registration Office,
Cardiff the 22 MAY 1989**

P. Bevan
P. BEVAN

an authorised officer

Company No. 2387713

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CHULSAWOOD LIMITED



SPECIAL RESOLUTION

THAT pursuant to Regulation 53 of the Articles of Association of the Company we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to DERBYSHIRE CABLEVISION LTD.

[Signature]
Dated: 23rd June 1989

For and on behalf of LEGIBUS SECRETARIES LTD.

[Signature]

Authorised Signatory

For and on behalf of LEGIBUS NOMINEES LTD.

208140
0167

Company No. 2387713

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

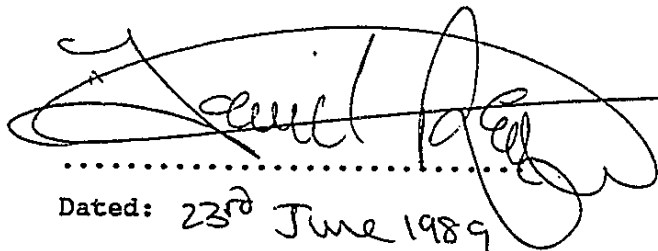
CHULSAWOOD LIMITED

SPECIAL RESOLUTION

THAT pursuant to Regulation 53 of the Articles of Association of the Company we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:-

SPECIAL RESOLUTION

THAT: the Memorandum of Association of the Company be altered with respect to its objects by the adoption of new objects in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification in substitution for and to the exclusion of the existing objects.


.....

Dated: 23rd June 1989

For and on behalf of LEGIBUS SECRETARIES LTD.


.....

Authorised Signatory

For and on behalf of LEGIBUS NOMINEES LTD.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2387713

I hereby certify that

CHULSAWOOD LIMITED

having by special resolution changed its name,

is now incorporated under the name of

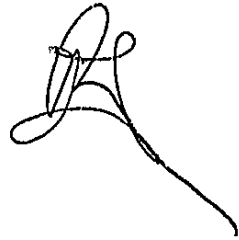
DERBYSHIRE CABLEVISION LTD.

Given under my hand at the Companies Registration Office,
Cardiff the 6 JULY 1989

A handwritten signature in cursive script, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer



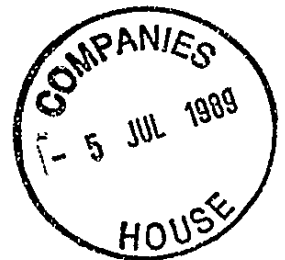
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DERBYSHIRE CABLEVISION LTD



1. The Company's name is "DERBYSHIRE CABLEVISION LTD".¹
2. The Company's registered office is to be situated in England.
3. The Company's objects are :-²
 - (a) To carry on all or any of the businesses of suppliers and providers of cable television and security facilities and services; programme contractors and the suppliers of programmes

¹ By Special Resolution passed on 23rd June 1989 the name of the Company was altered

² By Special Resolution passed on 23rd June 1989 the objects of the Company were altered.

suitable for the purpose of broadcasting by television whether by the Company or by any other person, firm, corporation or authority and the obtaining of all necessary permits or licences in connection therewith; providers of security services of all kinds and the obtaining of all necessary permits and licences therewith; the construction, manufacture, maintenance and dealing with land, satellite and submarine telegraphs, telephones, radio and all other electrical or other contrivances or systems for the transmitting of messages by any means; making, selling, hiring, buying, installing, erecting, maintaining and repairing and operating telephones, telegraphs, radios, televisions, sound and visual recording and reproduction machines and instruments, computers and electronics and electrical and mechanical apparatus and equipment and fittings including cabling of all kinds whatsoever; radio, television, computer, mechanical and electrical engineers; producers and promoters of all kinds of entertainment diversion or instruction suitable for or which may directly or indirectly provide suitable material for television programmes and dealers in copyright in any works or materials; to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject

thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

- (b) To buy, sell, underwrite, invest in, exchange or otherwise acquire, hold, manage, develop, deal with and turn to account any shares, stocks, securities, debentures, debenture stocks, bonds, obligations and other securities, whether ordinary, preference or otherwise and whether fully paid or not, issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted, incorporated or carrying on business, or by any government, sovereign, ruler, local authority or other public body by subscription, syndicate participation, tender, purchase,

exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to underwrite or guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (c) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (d) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (e) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protection and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (f) To acquire or undertake the whole or any part of the business, goodwill and assets or any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such

person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any

sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote and obtain an Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (m) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kind for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or facilities and services for any

persons who are or have been Directors, of, or who are or have been employed by, or who are serving or who have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payment towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects, shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons, whether incorporated or unincorporated and whether domiciled in England and Wales or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being.

4. The liability of the Members is limited.

5. The Company's Share Capital is £100 divided into 100 shares of £1 each.

NAME AND ADDRESSES OF SUBSCRIBERS

Number of Shares taken by
each Subscriber

[JACQUELINE SAMUELS]
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

[CHRISTINE ANNE LEE]
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

Total shares taken

TWO

DATED the 11th day of May 1989

WITNESS to all the above Signatures:-

[DENISE WARD]
Royex House
Aldermanbury Square
London EC2V 7LD

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CHULSAWOOD LIMITED

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 24, 41, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

4. (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period of five years from the date of incorporation unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed at the date of renewal.

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or

agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.

6. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

7. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

NOTICES.

8. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

TRANSFERS.

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

11. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

12. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table shall be modified accordingly.

13. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote,

shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.

14. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS.

15. Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.

20. The office of Director shall be vacated if the Director

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or

is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

21. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

22. Without prejudice to the powers of the Directors under Regulation 79 of Table A the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

23. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.

24. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.

25. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Directors by a majority consisting of not less than two-thirds of all the Directors shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

26. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

27. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

28. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 20(d) hereof shall be interpreted accordingly.

29. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

THE SEAL.

30. The Directors or a committee of Directors authorised by the Directors may by telephone or telex communication or by facsimile reproduction authorise the Secretary or any Director to use the Seal and the transmission of such authority shall constitute a determination in such case that the Secretary or the named Director alone may sign any instrument to which the Seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

RESERVES.

31. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS.

32. The Directors may with the authority of an Ordinary Resolution:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on

shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES.

33. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITIES.

34. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

NAMES AND ADDRESSES OF SUBSCRIBERS

J Samuels.

JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

llh

CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

DATED this 11th day of May, 1989.

WITNESS to the above Signatures:-

Denise Ward
Royex House
Aldermanbury Square
London EC2V 7LD

Dward

CAL554N1.19

DERBYSHIRE CABLEVISION LTD

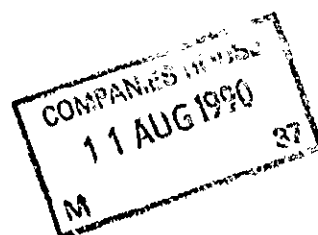
("the Company")

SPECIAL RESOLUTION

ON 17TH JULY 1990 THE FOLLOWING WAS PASSED AS A WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS OF THE COMPANY HAVING EFFECT AS A SPECIAL RESOLUTION PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985 AND REGULATION 53 OF TABLE A IN THE COMPANIES (TABLES A TO F) REGULATIONS 1985 (WHICH PROVISION IS INCORPORATED BY REFERENCE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY).

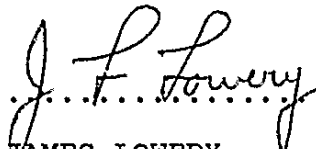
SPECIAL RESOLUTION

- 1 THAT the authorised capital of the Company be increased to £20,001,001 by the creation of 20,000,000 Preferred Shares of £1 each nominal value, nine hundred Ordinary Shares of £1 each nominal value and 1 Special Share of £1 nominal value.
- 2.(A) THAT the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period of five years from the date of this resolution unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £20,000,999 being the authorised but as yet unissued share capital of the Company at the date hereof.



- (B) THAT the Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.
3. THAT the Directors shall be empowered for a period expiring at the date of the next Annual General Meeting of the Company to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by paragraph (A) of Resolution 2 as if Section 89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power. Provided that such power shall subject as aforesaid cease to have effect when the said authority is revoked or would if not renewed expire but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority is renewed by a Special Resolution of the Company passed in General Meeting.
4. THAT the Memorandum of Association be altered in the form of the draft annexed hereto and initialled by one of the shareholders for the purposes of identification in substitution for and to the exclusion of the existing Memorandum of Association.

5. THAT New Articles of Association of the Company in the form of the draft annexed hereto and initialled by one of the shareholders for the purpose of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.


.....
JAMES LOWERY
COMPANY SECRETARY

Dated 7-8 1990

KN

Company No: 2387713

THE COMPANIES ACT 1985

A Private Company Limited by Shares

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

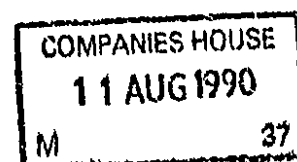
- of -

DERBYSHIRE CABLEVISION LTD

Incorporated on 22nd May 1989

FRERE CHOLMELEY
28 Lincoln's Inn Fields
London WC2A 3HH

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Company Number 2387713

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

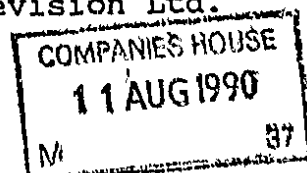
MEMORANDUM OF ASSOCIATION

of

DERBYSHIRE CABLEVISION LTD
(As modified by Special Resolution
passed on 1990)

1. The name of the Company is DERBYSHIRE CABLEVISION LTD.*
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are (subject to Clauses 4 and 5 of this Memorandum):-
 - (a) to seek, retain, extend and renew licences for and to design, modify, establish, develop, publicise, promote, market, operate, sell, hire, make available and provide in any or all of its aspects in the Franchise Area and elsewhere in the United Kingdom cable television, telephony and other interactive and non-interactive communication systems, networks, services and equipment of whatever nature and to commission, produce, purchase or obtain by whatever means or

* The Company was incorporated on 22nd May 1989 as Chulsawood Limited. On 6th July 1989 the name of the Company changed to Derbyshire Cablevision Ltd.



arrangements and transmit, receive, carry, route and direct whether by or through such systems, networks or otherwise all manner of messages and information pictorial, written or otherwise;

- (b) to carry on business as researchers, investigators, experimenters, designers, exhibitors, manufacturers, erectors, installers, maintainers, engineers, repairers, hirers and suppliers of and dealers in electrical, electronic, mechanical and general apparatus, appliances, cables, plant, machinery, tools, equipment, materials, products stores and things of every description;
- (c) to carry on business as general constructors, builders and demolishers, layers and removers of cables and transmitting, receiving and switching apparatus and items of every kind and purchase or otherwise acquire, dispose of, deal in and use bricks, tiles, paving slabs, stone, pipes, pottery plaster, cement and other building materials of any kind and all implements, machinery, vehicles, scaffolding and other equipment used by or similar to the foregoing;
- (d) to carry on business as agents, factors, merchants and dealers in every description of equipment, material, goods, commodities, substances, appliances, machinery, plant, tools, implements, items, services and facilities of whatever nature and as exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors, trustees, brokers, contractors, sub-contractors, or agents whether for the Company or any other company;

- (e) to undertake and organise within or outside the Franchise Area promotional schemes in connection with the Company's operations, products or services and operations, products or services provided by other companies whether or not in the same product or service range as that of Company and to adopt such means of publicising the services, activities, productions and products of the Company as may seem appropriate including (without limitation) by advertising in the press or through the media of radio or television or otherwise by circulars or by purchase and exhibition of works of art or interest by publication of books, magazines and periodicals by granting prizes, rewards and donations;
- (f) to enter into contracts, agreements or arrangements with any other company for any purpose which in the opinion of the directors may directly or indirectly benefit the Company;
- (g) to carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the properties or rights of the Company;
- (h) to purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold for any estate or interest and to dispose of or otherwise deal with, let or sub-let or share occupation or possession in whole or in part any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses in

action and any real and personal property of any kind and to erect, construct, lay down, equip, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business;

- (i) to apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, know-how, licences and like rights which may seem capable of being used for or in connection with any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise or develop the same and grant licences or other rights and interests in respect thereof;
- (j) to acquire or undertake the whole or any part of the business, goodwill and assets of any company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for mutual assistance with any such company or for subsidising or otherwise assisting any such company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- (k) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company;
- (l) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (m) to lend money and give financial assistance of every kind to any company and to give all kinds of guarantees and indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee or indemnity to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by Section 736 of the Act (treating for this purpose only the word "company" in that Section as if it included any person and any corporation formed in any jurisdiction) or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom;

- (n) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing and to secure or support any guarantee, indemnity or other obligation whatsoever of the Company whether or not of a monetary nature and whether undertaken by the Company or otherwise becoming binding on it to give or allow to arise any mortgage, charge, lien, hypothecation, title, retention, trust or other security or arrangement having the effect of security over the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital;
- (o) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and to operate accounts and otherwise deal with banks and other financial institutions or operations;
- (p) to apply for, promote, acquire, obtain, extend, renew and hold any charters, Acts of Parliament, monopolies of rights, privileges, licences, concessions or other rights from any sovereign government, government or non-government department or regulatory, provincial or local authority, corporation or body as may be necessary, expedient and desirable for furthering or carrying into effect any object of the Company and to oppose and resist any of the same or any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;

- (q) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (r) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world;
- (s) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (t) to promote any other company (including for the avoidance of doubt any business association

whether or not having separate legal personality) for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire or obtain all or any part of the shares, securities of or other interests or participations in any such company;

- (u) to sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- (v) to remunerate any company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (w) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (x) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the

benefit of the Company or its directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or who are or have been employed by or who are serving or have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- (y) subject to the provisions of Sections 155 to 158 (inclusive) of the Act (if applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;

- (z) to distribute among the members of the Company in kind any property of the Company of whatever nature;
- (aa) to procure the Company to be registered or recognised in any part of the world;
- (bb) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (cc) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them;

AND IT IS HEREBY DECLARED THAT

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the

Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though such sub-clause contained the objects of a separate Company.

- (3) The word "company" in this Clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (5) In this Clause and Clause 4 below the expression "the Franchise Area" means that area covered by licences granted under the Cable and Broadcasting Act 1984, Telecommunications Act 1984 or other relevant legislation from time to time in respect of the Derby area.

4. The Company shall not engage in any activity that constitutes the provision of cable television or telecommunications services outside the Franchise Area in direct competition with another provider of such services. The Company shall not apply for any privileges, licences, concessions or other rights conferred by any governmental regulatory or other authority required under any Act of Parliament for the carrying on of a business providing cable television or telecommunications services outside the Franchise Area.

5. The Company shall not engage in or have a financial interest in the manufacture or servicing of telecommunications equipment or customer premises equipment for sale in the United States, Canada and the islands included in the 809 area code as of November 14, 1986 ("MFJ Area"), or engage in or have a financial interest in the provision of telecommunications services that originate or terminate in the MFJ Area or engage in or have a financial interest in the provision of information services within the MFJ Area, for so long as such activities are prohibited under the Modification of Final Judgment of the United States District Court in United States v. Western Electric Company, Inc., et al., (D.D.C. August 24, 1982) 552 F. Supp 131 or orders related thereto ("MFJ"), unless a waiver or Approval to conduct such activities has first been obtained.

Where any activity of the Company is determined by any judicial, regulatory or governmental entity, to violate or cause any member to be in violation of the MFJ the Company shall immediately cease and desist such activities, until such time (if any) that a waiver or Approval to conduct such activities has been obtained.

The word "Approval" in this Clause shall mean all requisite final regulatory and/or court approvals that will enable the members and the Company to be in compliance with the MFJ, the rules and regulations of the United States Federal Communications Commission, the United States Department of Justice and any other national, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign.

6. The liability of the members is limited.

**7. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

** By Special Resolution passed on 1990
the authorised share capital of the Company was
increased to £20,001,001 divided into 20,000,000
Preferred Shares of £1 each nominal value, 1,000
Ordinary Shares of £1 each nominal value and 1 Special
Share of £1 nominal value.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and Addresses of the Subscribers	Number of Shares taken by each Subscriber
---	--

JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

ONE

TOTAL SHARES TAKE

TWO

DATED the 11th day of May 1990.

WITNESS to all the above Signatures:-

DENISE WARD
Royex House
Aldermanbury Square
London EC2V 7LD

147
Company Number 2387713

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DERBYSHIRE CABLEVISION LTD

(Adopted by Special Resolution passed
on _____ 1990)

1.

PRELIMINARY

1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall not apply to the Company.

1.2 In these Articles:-

"Acts"

means the Telecommunications Act 1984, and the Cable and Broadcasting Act 1984 and includes any statutory modification or re-enactment thereof for the time being in force;

"Affiliate"

means in relation to any person any entity which is controlled by, in common control with or in control of, directly or indirectly,

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1



that person. In addition, Masada UK Corp. and TA Communications U.K. Cable, Inc. shall be deemed to be Affiliates of each other. "Control" of an entity means direct or indirect ownership of the majority voting right of such entity;

"Articles"

means the Articles of Association from time to time of the Company;

"clear days"

in relation to a period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Companies Act"

means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"directors"

means the directors nominated pursuant to Articles 24.1.1, 24.1.2 and 24.1.3 but, for the avoidance of doubt, does not include any Associate Directors (as defined in Article 24.1.4);

"executed"

includes any mode of execution;

"holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
"Masada/TA"	means Masada U.K. Cable Partners L.P. a Delaware limited partnership;
"member"	means a shareholder in the Company;
"MFJ"	means that Modification of Final Judgment of the United States District Court in <u>United States v. Western Electric Company, Inc., et al.</u> (D.D.C. August 24, 1982) 552 F. Supp. 131 or orders related thereto;
"office"	means the registered office of the Company;
"PTUK"	means Pacific Telesis UK (6) Limited;
"seal"	means the common seal of the Company;
"secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a

joint, assistant or deputy
secretary;

"Trustee" means the trustee from time
to time of the Derby
Discretionary Trust;

"United Kingdom" means Great Britain and
Northern Ireland;

"£" means English pounds
sterling.

1.3 Unless the context otherwise requires, words or
expressions contained in these Articles bear the same
meaning as in the Companies Act but excluding any
statutory modification thereof not in force when these
Articles become binding on the Company.

1.4 References in the singular include the plural and vice
versa and references to any gender include every other
gender.

PRIVATE COMPANY

2. The Company is a private Company and accordingly any
invitation to the public to subscribe for any shares or
debentures of the Company is prohibited.

SHARE CAPITAL

3. The authorised share capital of the Company at the
date of the adoption of these Articles is £20,001,001
divided into 20,000,000 Preferred Shares of £1 each nominal
value ("Preferred Shares"), 1,000 Ordinary Shares of £1 each
("Ordinary Shares") and 1 Special Share of £1 nominal value
("Special Share").

4. Subject to the provisions of the Companies Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine. Subject to the provisions of the Companies Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the Articles.

5. The Company may exercise the powers of paying commissions conferred by the Companies Act. Subject to the provisions of the Companies Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

6. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

7. RIGHTS ATTACHING TO SHARES

7.1 The Preferred Shares, the Ordinary Shares and the Special Share shall each inter se constitute one separate class of shares and shall carry the rights and privileges and be subject to the restrictions and limitations respectively set out below.

7.2 Voting

Notwithstanding Article 23.1 but subject (inter alia) to Article 23.4 voting rights shall attach to shares in the Company as follows:-

- 7.2.1 On a show of hands every holder of Preferred Shares who (being an individual) is present in person or by proxy or (being a trust or a corporation) is present by a representative or proxy (unless the representative or proxy is himself also a member with an independent right to vote on a show of hands) shall have one vote, and on a poll every holder of Preferred Shares who is present in person or by proxy or (being a trust or a corporation) is present by a representative or proxy shall have ~~one~~ vote for each Preferred Share of which he is the holder;
- 7.2.2 The Ordinary Shares shall have no voting rights; and
- 7.2.3 Subject to Article 24.6, whether on a show of hands or on a poll, the holder from time to time of the Special Share who (being an individual) is present in person or by proxy or (being a trust or corporation) is present by a representative or proxy shall have such number of votes as shall exceed by one the number of votes from time to time in aggregate capable of being cast apart from in respect of the Special Share.

7.3 Income

Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Preferred Shares and Ordinary Shares in proportion to the nominal value of (plus the amount of any premium paid up or credited as paid up on) those shares. The Special Share shall not participate in any distribution of profits.

7.4 Capital

On a return of capital on a winding-up or otherwise, capital and surplus available out of the assets of the Company for repayment and distribution to the members of the Company shall be applied as follows:-

- 7.4.1 first, in repayment to the holders of the Preferred Shares of the amounts paid up or credited as paid up on each Preferred Share;
- 7.4.2 next, in repayment to the holder of the Special Share of the par value thereof;
- 7.4.3 next, in repayment to the holders of the Ordinary Shares of the amounts paid up or credited as paid up on each Ordinary Share;
- 7.4.4 next, as to any amount remaining, to the holders of the Preferred Shares and the Ordinary Shares in proportion to the nominal value of (plus the amount of any premium paid up or credited as paid upon) those shares.

7.5 Redemption

- 7.5.1 Subject to the provisions of the Companies Act, and whether or not with the specific consent of the holder thereof, the Company shall have the right to redeem the Special Share at its par value at any time (provided it is then fully paid up) by giving to the holder of the Special Share notice in writing. Such redemption may occur only once the directors (excluding the Trustee Director) in good faith have formally resolved that such redemption would not constitute a breach of the terms of or would be likely to give rise to the revocation of any licence granted to

the Company or to any subsidiary of the Company under the Acts. Redemption shall be by notice to the holder of the Special Share specifying the date fixed for redemption and the place at which the certificate for the Special Share is to be presented for redemption and on such date the holder of the Special Share shall be bound to deliver to the Company at such place the certificate for cancellation. On such delivery the Company shall pay to the holder the par value of the Special Share. Subject to Article 7.5.2 below from the date on which the Special Share may be redeemed all rights and privileges attaching to it and requirements in respect thereof set out in these Articles (other than the right to receive the nominal value thereof on redemption) shall forthwith be cancelled.

7.5.2 If requested by PTUK and if upon the date on which the Special Share may be redeemed pursuant to Article 7.5.1 above the total number of Preferred Shares then held by PTUK and its Affiliates and Masada/TA and its Affiliates are equal, the members shall procure that two further Preferred Shares (or if all Preferred Shares have then been issued, two new shares having all the rights of and included as "Preferred Shares") shall be issued to PTUK each at the then par value of a Preferred Share.

7.6 Save as provided for in these Articles the Preferred Shares, the Ordinary Shares and the Special Share shall rank pari passu in all respects.

- 8.1 Subject to the provisions of these Articles and the Companies Act, the directors shall have unconditional authority to allot, grant options over or otherwise deal with or dispose of any shares of the Company to such persons at such time and generally on such terms and in such manner as the directors may determine.
- 8.2 Notwithstanding the provisions of Article 8.1 no allotment of shares shall be made if it appears to the directors after notification to and consultation with the appropriate authorities that such allotment would adversely affect the use of or constitute a breach of the terms of or would be likely to give rise to the revocation of any licence granted to the Company under the Acts whether by reason of the identity of the applicant for the shares or by reason of the number of shares applied for or for any other reason and if such is the case the allotment of the whole of the shares proposed to be allotted at the time shall be cancelled and of no effect and not merely the allotment of that proportion of the shares the allotment of which would constitute a breach or be likely to give rise to a revocation as aforesaid.
- 8.3 In accordance with Section 91(1) of the Companies Act Sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act shall not apply to the Company.
- 8.4 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company as at the date of the adoption of these Articles at any time or times during the period of five years from the date

of adoption of these Articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Special Resolution of the Company in general meeting.

- 8.5 Any allotment or issue of shares pursuant to the foregoing provisions of this Article 8 shall, at all times, be effected in such numbers so as to avoid fractional entitlements to shares arising.

9. REDEMPTION AND PURCHASE OF SHARES

- 9.1 Subject to the provisions of the Companies Act the Company shall have power to issue shares which are to be redeemed at the option of the Company or the members or are to be liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
- 9.2 Subject to the provisions of the Companies Act the Company may purchase its own shares including any redeemable shares.
- 9.3 Subject to the provisions of the Companies Act, the Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of its distributable profits or out of the proceeds of a fresh issue of shares.

10. SHARE CERTIFICATES

- 10.1 Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate

for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall:

- 10.1.1 be sealed with the seal;
- 10.1.2 specify the number, class and distinguishing numbers of the shares to which it relates and the amount or respective amounts paid up thereon; and
- 10.1.3 bear autographic signatures of at least two directors or one director and the secretary.
- 10.2 The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- 10.3 If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.
- 10.4 All share certificates issued by the Company shall bear legends on their face (or on the reverse side, with a reference thereto on the face) which read as follows:

"SALE OR TRANSFER OF THE SHARES REPRESENTED BY
THIS CERTIFICATE IS SUBJECT TO VARIOUS

RESTRICTIONS ON TRANSFER, INCLUDING, UNDER CERTAIN CIRCUMSTANCES, PRIOR WRITTEN CONSENT OF THE OTHER SHAREHOLDERS OF THE COMPANY, AS SET FORTH IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION."

"THIS SECURITY HAS NOT BEEN REGISTERED OR QUALIFIED UNDER THE UNITED STATES SECURITIES ACT OF 1933, THE SECURITIES OR BLUE SKY LAWS OF ANY STATE OR THE SECURITIES LAWS OF GREAT BRITAIN. THIS SECURITY MAY BE OFFERED AND SOLD ONLY IF REGISTERED AND QUALIFIED PURSUANT TO THE RELEVANT PROVISIONS OF UNITED STATES FEDERAL AND STATE SECURITIES OR BLUE SKY LAWS OR THE SECURITIES LAWS OF GREAT BRITAIN, OR IF AN EXEMPTION FROM SUCH REGISTRATION OR QUALIFICATION IS APPLICABLE. THE ISSUER MAY REQUIRE AN OPINION OF COUNSEL IN FORM AND SUBSTANCE SATISFACTORY TO IT TO THE EFFECT THAT SUCH REGISTRATION OR QUALIFICATION IS NOT REQUIRED PURSUANT TO RELEVANT PROVISIONS OF THE SECURITIES LAWS OF GREAT BRITAIN OR UNITED STATES FEDERAL AND STATE SECURITIES LAWS."

11.

LIEN

- 11.1 The Company shall have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person indebted or under any liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for moneys presently payable by him or by his estate to the Company and for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

11.2 The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

11.3 To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the share sold to, or in accordance with the directions of, the purchaser. Neither the purchaser nor if a different person the transferee shall be bound to see the application of the purchase money and the title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

11.4 The net proceeds of sale, after the payment of costs thereof as determined by the directors, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares immediately prior to the sale.

12. CALLS ON SHARES AND FORFEITURE

12.1 Subject to these Articles and to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or

premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may before receipt by the Company of any sum due thereunder be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

- 12.2 A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
- 12.3 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 12.4 If a call remains unpaid in whole or in part after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Companies Act) but the directors may waive payment of the interest wholly or in part.
- 12.5 An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.

- 12.6 Subject to these Articles and to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
- 12.7 If a call remains unpaid in whole or in part after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
- 12.8 If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
- 12.9 Subject to the provisions of the Companies Act and Article 8 above and 13 below, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

12.10 A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Companies Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or endorse payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

12.11 A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFERS OF SHARES

13. General Restriction

Except as provided in these Articles no member may at any time in any way sell, transfer, dispose, alienate or encumber all or part of any share in the Company or of any interest therein (including for this purpose the assignment

of a beneficial interest in such share) without the prior written consent of all the holders for the time being of the Preferred Shares.

14. Permitted Transfers

A member which is a body corporate (other than the holder for the time being of the Special Share) may transfer all (but not part) of its holding of shares of the Company to any Affiliate of such member.

15. General

15.1 The following provisions shall take effect with regard to sales, disposals, transfers or other alienations of shares in the Company.

15.1.1 Any sale, transfer or disposal of shares shall be subject to:-

- (a) compliance with the applicable provisions of the Acts, Great Britain securities laws and United States federal and state securities laws;
- (b) the limitations on sale or transfer set out in these Articles; and
- (c) all limitations on sale or transfer set out in any legend placed on share certificates representing the shares.

15.1.2 The instrument of transfer of shares may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

15.2 The directors shall refuse to register any proposed transfer of a share or shares other than a transfer made pursuant to these Articles.

15.3 Notwithstanding anything contained in these Articles, the directors may refuse to register any transfer or transfers of any share or shares if it appears to the directors after notification to and consultation with the appropriate authorities that such transfer if registered would constitute a breach of the terms of or would adversely affect the use of or would be likely to give rise to the revocation of any licence granted to the Company or to any subsidiary of the Company under the Acts whether by reason of the identity of the transferee or by reason of the number of shares comprised in the transfer or for any other reason and if such is the case the directors may refuse to register the transfer of all the shares proposed to be transferred at that time and not merely the transfer of that proportion of the shares, the transfer of which would constitute a breach or be likely to give rise to a revocation as aforesaid.

15.4 If the directors refuse to register a transfer of a share they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

15.5 The registration of transfer of shares or of transfer of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

15.6 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

- 15.7 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

16.

TRANSMISSION OF SHARES

- 16.1 If a member dies the survivor or survivors where he was a joint holder and his personal representatives where he was a sole holder or the only survivor of joint holders shall be the only person recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
- 16.2 A person becoming entitled to any share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All provisions of these Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- 16.3 A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share except that he shall not, before being registered as the holder of the share, be

entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

17. ALTERATION OF SHARE CAPITAL

17.1 The Company may by special resolution:-

- 17.1.1 increase its share capital by new shares of such amount as the resolution prescribes;
 - 17.1.2 consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - 17.1.3 subject to the provisions of the Companies Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - 17.1.4 cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 17.2 Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Companies Act, the Company) and distribute the net proceeds of sale in due proportion among those members and the directors may authorise some person to execute an instrument of

transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

- 17.3 Subject to the provisions of the Companies Act and these Articles, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

18. CLASS RIGHTS

- 18.1 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths in number of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the share of that class, but not otherwise.

- 18.2 Except in respect of the holder of the Special Share (who shall pass resolutions in writing), all the provisions of these Articles (except Article 21.2 relating to general meetings of the Company and proceedings thereat) shall mutatis mutandis apply to every such separate class meeting except that the necessary quorum shall be two persons.

19. GENERAL MEETINGS

- 19.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

19.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

20. NOTICE OF GENERAL MEETINGS

20.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-

20.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

20.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

20.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the members (wherever their registered address), to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

21.

PROCEEDINGS AT GENERAL MEETINGS

21.1 No business shall be transacted at any meeting unless a quorum is present.

21.2 Three persons present in person or by proxy or (in the case of a trust or a corporation) represented and entitled to vote upon the business to be transacted, one of whom shall be the holder of the Special Share, shall be a quorum.

21.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

21.4 Every general meeting shall have a chairman. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be the chairman.

21.5 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

21.6 A director, shall, notwithstanding that he is not a member, be entitled to attend and speak at any general

meeting and at any separate meeting of the holders of any class of shares in the Company.

- 21.7 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 21.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded by the chairman or any member present in person or by proxy or by a representative. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 21.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 21.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21.11 In the case of an equality of votes whether on a show of hands or on a poll, the chairman shall not have any second or casting vote.
- 21.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 21.13 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 21.14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the

like form each executed by or on behalf of one or more members.

21.15 Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the register of members shall be duly given to the person from whom he derives his title to such share.

21.16 A general meeting may be validly held notwithstanding that the members comprising the quorum of such meeting may not be in the same location and a resolution passed at a general meeting so held shall be as valid and effectual as if it had been passed at a meeting with such members present in the same location provided that:-

21.16.1 they are in constant communication with each other throughout by telephone or other form of communication; and

21.16.2 all members entitled to receive notice of such meeting have received notice.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

22. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

- 23.1 Subject to Article 7 and to any other rights or restrictions specifically attached to any shares, on a show of hands every member who (being an individual or a trustee of a trust) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or a proxy, not being himself a member entitled to vote, shall have one vote and on a poll every member present in person or by a duly authorised representative or by proxy shall have one vote for every share of which he is the holder.
- 23.2 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by a representative, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
- 23.3 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote or proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

23.4 No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or by a representative, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

23.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23.6 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

23.7 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

" Derbyshire Cablevision Ltd

I/We , of

, being a
member/members of the above-named company, hereby
appoint

of

, or

failing him,

of

, as my/our proxy to
vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Company to

be held on 19 , and at any
adjournment thereof.

Signed on 19 ."

23.8 Where it is desired to afford members an opportunity
of instructing the proxy how he shall act the
instrument appointing a proxy shall be in the
following form (or in a form as near thereto as
circumstances allow or in any other form which is
usual or which the directors may approve):-

" Derbyshire Cablevision Ltd

I/We , of

, being a
member/members of the above-named company, hereby
appoint

of

, or

failing him,

of

, as my/our proxy to

vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Company to
be held on 19 , and at any
adjournment thereof.

This form is to be used in respect of the resolutions
mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he
thinks fit or abstain from voting.

Signed on

19 ."

23.9 The instrument appointing a proxy and any authority
under which it is executed or a copy of such authority

certified notarially or in some other way approved by the directors may

- 23.9.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 23.9.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 23.9.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 23.10 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same

day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 23.11 Subject to the provisions of these Articles, resolutions may be passed at general meetings only by majority vote.

24. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 24.1 Subject to these Articles the directors of the Company shall comprise:

- 24.1.1 five voting directors to be nominated by PTUK ("PTUK Directors");
- 24.1.2 three voting directors to be nominated by Masada/TA ("Masada/TA Directors");
- 24.1.3 one voting director to be nominated by the holder of the Special Share ("Trustee Director");
- 24.1.4 up to three non-voting associate directors (one of whom shall be a non-voting, non-executive chairman of the board of directors) who shall not be counted for purposes of determining a quorum and who will be nominated by and will hold office at the pleasure of all the holders from time to time of the Preferred Shares ("Associate Directors"). Such Associate Directors shall have no power to bind the Company in any manner whatsoever.

- 24.2 Subject to Articles 24.9 and 24.10 PTUK shall at any time be entitled to remove, replace or appoint a successor to any PTUK Director by depositing at the office a duly executed document to that effect.

- 24.3 Subject to Articles 24.9 and 24.10 Masada/TA shall at any time be entitled to remove, replace or appoint a successor to any Masada/TA Director by depositing at the office a duly executed document to that effect.
- 24.4 The Trustee shall at any time be entitled to remove, replace or appoint a successor to the Trustee Director by depositing at the office a duly executed document to that effect.
- 24.5 On the date on which the Special Share becomes redeemable pursuant to Article 7.5.1 above the Trustee Director shall cease to hold office as a director and shall not be replaced, Articles 24.1.3 and 24.4 shall thereupon cease to have effect, Article 24.9.1 shall be modified to the extent that the maximum permitted number of voting directors in such circumstances shall be six only and Article 24.9.2 shall be modified to the extent that the maximum number of voting directors in such circumstances shall be seven only.
- 24.6 No director shall be required to retire by rotation. Subject to the provisions of the Act (and unless requested by the nominating holder of Preferred Shares in which case the other holder of Preferred Shares shall use its best efforts to co-operate and comply with such request) no directors nominated by any holder of Preferred Shares shall take any action to remove directors nominated by any other holder of Preferred Shares and notwithstanding any other provision of these Articles (except Article 26) on any motion in general meeting to remove any director nominated by a holder of Preferred Shares no votes shall attach to the Special Share and there shall attach to the Preferred Shares of such holder such number of votes as shall exceed by one the aggregate of all other votes capable of being cast on such proposed resolution.

24.7 There shall be no age limit for directors of the Company.

24.8 A director shall not be required to hold any qualification shares in the Company.

24.9 Notwithstanding Articles 24.1, 24.2 and 24.3 if at any time:-

24.9.1 PTUK holds less than 50 per cent of the issued Preferred Shares the maximum permitted number of voting directors shall, subject to Article 24.9.2, reduce to seven being the Trustee Director, three voting directors to be nominated by PTUK and three voting directors to be nominated by Masada/TA (the nominations of the two most recently appointed PTUK directors to lapse);

24.9.2 any holder of Preferred Shares holds less than 15 per cent of the issued Preferred Shares then the maximum permitted number of voting directors shall be eight being the Trustee Director, five voting directors to be nominated by the holder of Preferred Shares who does not hold less than 15 per cent of the issued Preferred Shares and two voting directors to be nominated by the other holder of less than 15 per cent of the Preferred Shares (the most recent nominations by the holder of Preferred Shares who holds less than 15 per cent of the issued Preferred Shares in such circumstances immediately by operation of this Article lapsing until the maximum permitted number of nominees by such other holder of Preferred Shares in such circumstances is achieved).

24.10 Notwithstanding any other provision of these Articles, no person shall be appointed or remain in the office of director if it appears to the directors after notification to and consultation with the appropriate authorities that such appointment (or holding of office) would constitute a breach of the terms of or adversely affect the use of or would be likely to give rise to the revocation of any licence granted to the Company under the Acts whether by reason of the identity of the director or for any other reason and any such person who has been appointed to the office of director shall vacate such office forthwith.

25. DIRECTORS' REMUNERATION AND EXPENSES

25.1 The directors shall not be entitled to receive any remuneration from the Company for their services as directors of the Company.

25.2 The directors shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred in consequence of their attendance at meetings of the directors or general meetings of the Company or in connection with the business of the Company. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of director shall be vacated if the director:-

- 26.1 ceases to be a director by virtue of any provision of the Companies Act or he becomes prohibited by law from being a director; or
- 26.2 becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- 26.3 in the reasonable opinion of all his co-directors becomes incapable by reason of mental disorder of discharging his duties as director; or
- 26.4 is otherwise duly removed from office;
- 26.5 subject as hereinafter provided resigns his office by notice in writing to the Company.

ALTERNATE DIRECTORS

27. Any director may in writing appoint any person acceptable to the holder of Preferred Shares or, as the case may be, the Special Share, who nominated such director to be his alternate to act in his place at any meeting of the directors at which he is not present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present, and where he is a director to have a separate vote on behalf of each director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Any remuneration of such an alternate shall be payable out of the remuneration payable to the director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification. No person shall be counted as more than one for the purpose of determining whether a quorum is present irrespective of the number of votes he may have by reason of appointment(s) as alternate.

- 28.1 Subject to the provisions of the Companies Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum of Association of the Company or these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by these Articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
- 28.2 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 28.3 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Companies Act to grant any mortgage, charge or standard security over the undertaking, property and uncalled capital of the Company, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DELEGATION OF DIRECTORS' POWERS

29. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

30. DIRECTORS' APPOINTMENTS AND INTERESTS

30.1 Subject to the provisions of the Companies Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

30.2 Subject to the provisions of the Companies Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

- 30.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 30.2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- 30.2.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- 30.2.4 may vote on and be counted in the quorum present at a meeting in relation to a resolution relating to any such transaction, arrangement or body corporate.

30.3 For the purposes of Article 30.2:-

- 30.3.1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

30.3.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

31. DIRECTOR OF UK OPERATIONS AND OTHER MANAGERS

- 31.1 The directions of the directors and the ordinary day to day administration of the Company shall be carried out through a Director of UK Operations duly appointed by the directors.
- 31.2 The directors may appoint other executives to carry out day to day administrative tasks of the Company, including (without limitation) a General Manager, a Telecommunications Manager, a Finance Director, and other executives whose title includes (but is not limited to) the word "director".
- 31.3 The persons described in Articles 31.1 and 31.2 shall not be or be deemed to be a director of the Company within the meaning of the Companies Act or the Articles. They shall not have the power to bind the Company in any manner whatsoever without the express written authority of the directors. No such person shall be entitled to attend or be present at or to receive notice of any , meeting of the directors or of any meeting of the directors or of any committee of the directors but the directors shall be at liberty at any time to request any such person to attend any such meeting of the directors or of a committee of the directors.

DIRECTORS' GRATUITIES AND PENSIONS

32. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds

any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

33. PROCEEDINGS OF DIRECTORS

- 33.1 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of every meeting of directors shall be given to each director of the Company or his alternate director, including directors and alternate directors who may be resident outside the United Kingdom and have given to the Company their address outside the United Kingdom. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- 33.2 The quorum for a meeting of the directors and any adjournment thereof (which must remain present throughout the meeting) shall be three directors of which one shall be the Trustee Director (for so long as there is a Trustee Director), one shall be a PTUK Director and one shall be a Masada/TA Director. Unless otherwise unanimously agreed by the directors not less than seven days' notice shall be given of all meetings of the directors setting out the proposed agenda of business to be transacted thereat.

33.3 A meeting of the directors shall be adjourned if there are insufficient directors present to form a quorum within an hour of the time appointed for the meeting. Notice of the adjourned directors' meeting shall be given to all directors and the adjourned meeting shall be held within seven days following the date for which the original directors' meeting was convened unless otherwise unanimously agreed by the directors and if there are insufficient directors present to form a quorum within half an hour of the time appointed for the adjourned meeting the meeting shall be adjourned. Notice of the second adjourned directors' meeting shall be given to all directors and such second adjourned meeting shall be held seven days following the date for which the directors' meeting was convened unless otherwise unanimously agreed by the directors and if a quorum is not constituted within half an hour from the date of any such second adjourned meeting the meeting shall not take place.

33.4 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

33.5 Directors (or members of any committee of directors) may in order to consider and transact the business of the directors, convene together all or some through the medium of one or more conference telephone or videophone or other communications equipment whereby all persons participating may hear such others and be heard sufficiently to permit contemporaneous exchange

and debate. Subject mutatis mutandis to the notice and quorum provision of these Articles being observed each such convention of directors shall be deemed to constitute a meeting of directors and participation in a meeting in such manner shall be deemed to constitute presence in person at such meeting. If a majority of the participants in such convention are present in person in one place that place shall be deemed the location of the meeting. Voting in any such convention shall be by way of poll taken orally.

33.6 A resolution in writing (and writing shall be deemed to include telex, telegrams, cables, facsimile, electronic mail and any other method of communicating writing in reasonably permanent legible form, and a document communicated by or with the authority of a director by such method need not be signed by the director by whom it would otherwise be signed) signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by this appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

33.7 The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

33.8 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

33.9 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the quorum may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

33.10 Subject to the provisions of these Articles, resolutions may be passed at meetings of the directors only by majority vote of the directors including the affirmative vote of the Trustee Director, as long as the Trustee Director is validly holding office pursuant to these Articles.

34. SPECIFIC RESTRICTIONS

34.1 Notwithstanding any other provisions of these Articles, the unanimous written approval of all the voting directors or the unanimous approval of a meeting of the voting directors shall be required to cause the Company to:-

34.1.1 sell, transfer, lease, assign or otherwise dispose of a material part of the assets of the Company except as provided under any approved business plan adopted by the Company from time to time;

- 34.1.2 give any guarantee or indemnity to secure the liabilities or obligations of any other entity;
- 34.1.3 in any way alter any rights attaching to any class of share of the Company;
- 34.1.4 engage in any business other than exclusively the development and operation of cable television and telephone system services in the Franchise Area (as defined in Clause 3(5) of the Memorandum of Association of the Company);
- 34.1.5 amend the Memorandum of Association of the Company or these Articles;
- 34.1.6 change the legal form of the Company, unless such change is required by law or regulation;
- 34.1.7 consolidate, sub-divide or convert any of the Company's share capital except as permitted by these Articles;
- 34.1.8 issue renounceable allotment letters or permit any person entitled to receive an allotment of shares to nominate another person to receive such allotment;
- 34.1.9 permit or suffer to be done any act or thing whereby the Company may be wound up (whether voluntarily or compulsorily) or commence any winding-up proceedings of the Company or any of its subsidiaries;
- 34.1.10 change the accounting policies or methods used in preparation of the financial statements of the Company and its subsidiaries from time to time unless such change of accounting policies or

methods is required under applicable accounting standards.

- 34.2 For so long as no holder of Preferred Shares shall hold less than 15% of the Preferred Shares then in issue, the written unanimous approval of all the directors or the unanimous approval of a meeting of the directors shall be required to cause the Company to:-
- 34.2.1 change the auditors of the Company;
 - 34.2.2 change the bankers of the Company;
 - 34.2.3 change the registered office of the Company;
 - 34.2.4 terminate any agreement with any holder of Preferred Shares;
 - 34.2.5 incur any indebtedness except as provided under any approved business plan adopted by the Company from time to time;
 - 34.2.6 make any loan or give any credit (other than normal trade credit) in excess of £50,000 to any entity except for the purpose of making deposits with bankers which deposits shall be repayable upon the giving of not more than seven days' notice;
 - 34.2.7 enter into any contract, arrangement or commitment with any person who is not an Affiliate of a member or incur any expenditure exceeding a cumulative commitment of £500,000 except as provided under any approved business plan adopted by the Company from time to time;

- 34.2.8 enter into any transaction with any person who is an Affiliate of a member except pursuant to certain consultancy arrangements entered into by the Company on the date of the adoption of these Articles;
- 34.2.9 issue any authorised and unissued shares, or create or issue new shares of any class or any instrument or security, including warrants, options, rights, convertible securities or other commitments, under or pursuant to which the Company may become obliged to issue any shares or any other securities of the Company;
- 34.2.10 create, acquire or dispose of any company or of any shares in any company;
- 34.2.11 enter into any partnership or profit sharing agreement with any entity or merge, consolidate or amalgamate the Company with or into another entity or cause the Company to engage in any other similar transaction;
- 34.2.12 create any fixed or floating charge, lien or other encumbrance over the whole or any part of the assets of the Company except as provided under any approved business plan adopted by the Company from time to time;
- 34.2.13 make cash or asset distributions in respect of any shares including but not limited to, any dividend distributions;
- 34.2.14 redeem or repurchase any shares except as provided in Article 7.5 above;
- 34.2.15 approve annual business plans of the Company;

- 34.2.16 remove any of the managers appointed under Article 31 above or vary the terms of their service agreements.

FINANCIAL INFORMATION

35. Without prejudice to the obligations of the Company under Section 240(1)(a) of the Companies Act, the Company shall make available to the members unaudited final draft consolidated financial statements of the Company and its subsidiaries within three months of the end of each financial year. In addition each holder of Preferred Shares shall be entitled at any time to examine the books and accounts kept by the Company and receive such information (including monthly management accounts, operating statistics and other trading and financial information) as such person may reasonably require to keep such member properly informed about the business of the Company.

SECRETARY

36. Subject to the provisions of the Companies Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

37. The directors shall cause minutes to be made in books kept for the purpose:-

37.1 of all appointments of officers made by the directors; and

37.2 of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors,

including the names of the directors present at each such meeting.

THE SEAL

38. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.

NOTICES

39. The Company may give any notice to a member as set out in this Article. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. Any notice to be given to or by any person pursuant to these Articles shall be in writing (except that a notice calling a meeting of the directors need not be in writing) and the Company may give or receive any notice to be given or received pursuant to these Articles by sending it to persons at their registered address for the time being even if their registered address is outside the United Kingdom or receiving it, where possible, by telex, telegram, cable, facsimile (confirmation of any facsimile to be sent forthwith by prepaid recorded delivery post), electronic mail or other method or communicating writing in reasonably permanent legible form and a notice communicated in such manner shall be deemed to be given at the time it is delivered or would in the normal course be delivered to the person to whom it is addressed. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors for the time being of the Company.

40. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, for the purposes of which it was called.

41. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

42. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt by or any like description at the address, if any, supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

DIVIDENDS

43. Subject to the provisions of the Companies Act and these Articles, the Company may by ordinary resolution declare dividends in accordance with the respective rights to the members, but no dividend shall exceed the amount recommended by the directors.

44. Subject to the provisions of the Companies Act and these Articles, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on

shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

45. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid in proportion to the nominal value of (plus the amount of any premium paid up or credited as paid up on) the shares on which the dividend is paid. All dividends shall also be adjusted according to the amounts paid up on the shares during any portion of the period in respect of which the dividend is declared to be paid; but, if any share is issued on terms providing that it shall rank (as if partly or fully paid up) for dividend as from a particular date, that share shall rank for dividend accordingly.

46. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

47. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered

address of the person entitled, and if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder to the registered address of that one or those persons who is first named in the register of members or to such person and to such address as the person or person entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holders or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

48. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

49. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

CAPITALISATION OF PROFITS

50. The directors may with the authority of a special resolution of the Company:-

50.1 subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any such sum standing to the credit of the Company's share premium account or capital redemption reserve;

50.2 appropriate the profits or sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of

dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

50.3 make such provisions by the issue of fractional certificates or by payment in case or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and

50.4 authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such members; and

50.5 generally do all acts and things required to give effect to such resolution as aforesaid.

WINDING-UP

51. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

52. Subject to the provisions of the Companies Act but without prejudice to any indemnity to which a director may otherwise be entitled every director, agent, auditor, secretary and other officer for the time being of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, and liability by him (a) in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

COMPLIANCE

53. The directors shall at all times carry on the business of the Company so as to comply with the MFJ and all laws or rulings issued in any form by judicial or other governmental authority.

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2387713

Name of company

* DERBYSHIRE CABLEVISION LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

The current accounting reference period of the company is to be treated as (shortened)(extended)† and (is to be treated as having come to an end)(will come to an end)† on

3	1	1	2	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a {subsidiary}{holding company}† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed *James* Designation: Secretary Date 5.1.90

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

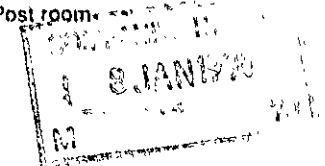
Presenter's name address and reference (if any):

CLIFFORD CHANCE
BOW BELLS HOUSE
11 BREAD STREET
LONDON EC4M 9BQ

OUR REF : PJN/JRS/DJPR

For official Use
General Section

Post room



Notice of passing of resolution removing an auditor

386

Please do not
write in
this margin

Pursuant to section 386 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

r	-	T	-	T	-
i		i		i	
t	-	t	-	t	-

2387713

- Insert full name of company

Name of company

* DERBYSHIRE CABLEVISION LIMITED

gives notice that by a resolution passed at a general meeting of the company

on 22nd February 1991

† Insert name and address of removed auditor(s)

+ ERNST & YOUNG

of NEW PRIESTGATE HOUSE

57 PRIESTGATE

PETERBOROUGH

Postcode: PE1 1JX

was removed as auditor before the expiration of his term of office, with effect from [the passing of the resolution]‡

‡ Delete or complete as appropriate

XXX191#

§ Delete as appropriate

D.C. Zeff
For and on behalf
Signed of PE Secretariat (initials)

Presentor's name, address and
reference (if any):

Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH

Ref: DCZ / SPB / JB

For official use
General Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
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★ ★ ★ ★

Companies G386

G**224****Notice of accounting reference date
(to be delivered within 9 months of
incorporation)**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2550714

Name of company

* EXPRESS 12 LIMITED

* Insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Day Month

3 1 1 0

ImportantThe accounting
reference date to
be entered along-
side should be
completed as in the
following examples:5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

John Waywell

Designation†

DIRECTOR

Date 16/2/91

Presentor's name address
telephone number and reference (if any):**EGAN & CO.**
Glenfield House
Phillips Road
BLACKBURN BB1 5PF
Tel. 583515

OUR REF: EX.3390/SJB/MI

For official use
D.E.B.

Post room



Company No. 2387713

DERBYSHIRE CABLEVISION LTD

("the Company")

WRITTEN RESOLUTIONS OF ALL THE SHAREHOLDERS OF THE COMPANY
ENTITLED TO ATTEND AND VOTE AT A GENERAL MEETING OF THE
COMPANY AND PASSED IN ACCORDANCE WITH THE PROVISIONS OF
SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being all the members of the
any entitled to attend and vote at a general meeting of
the Company HEREBY DO as follows:

1. That in accordance with the provisions of section 252 of the Companies Act 1985, the Company elects (by elective resolution in accordance with section 379A of the Companies Act 1985) to dispense with the need to lay accounts, directors' reports and auditor's reports before the Company in general meeting.
2. That in accordance with the provisions of section 366A of the Companies Act 1985, the Company elects (by elective resolution in accordance with section 379A of the Companies Act 1985) to dispense with the need to hold Annual General Meetings.
3. That in accordance with the provisions of section 386 of the Companies Act 1985, the Company elects (by elective resolution in accordance with section 379A of the Companies Act 1985) to dispense with the need to appoint or re-appoint auditors annually.

These resolutions shall take effect on the date of the last signature below and shall be valid notwithstanding that they are signed in separate counterparts and/or on different dates by the various shareholders.



.....*Michael W. Y. Sze*.....
For and on behalf of
Pacific Telesis
UK (6) Limited

Dated: ..*April 5, 1991*.. ~~1990~~

.....*Tony DiStefano*.....
Tony DiStefano

Dated: ..*April 5, 1991*.. ~~1990~~

Company No: 2387713

DERBYSHIRE CABLEVISION LTD

THE FOLLOWING WAS PASSED AS A WRITTEN RESOLUTION
OF THE MEMBERS OF THE COMPANY HAVING
EFFECT AS A SPECIAL RESOLUTION

We, being all the shareholders of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the name of the Company be changed to Derbyshire Cablevision Limited.

DC Zeffman
.....
for and on behalf of
FC SECRETARIES LIMITED,
COMPANY SECRETARY

Dated *28th May*..... 1991

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2387713

I hereby certify that

DERBYSHIRE CABLEVISION LTD.

having by special resolution changed its name,

is now incorporated under the name of

DERBYSHIRE CABLEVISION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5 JUNE 1991

A handwritten signature in dark ink, appearing to be 'P. J. Jones', written over a faint circular stamp.

an authorised officer

Company No. 2387713

WE CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

WRITTEN RESOLUTION OF ALL THE MEMBERS OF
DERBYSHIRE CABLEVISION LTD

Frederic Cholmeley
FRERE CHOLMELEY
28 LINCOLN'S INN FIELDS
LONDON, W.C.2.

16th June 1991

We, the undersigned, being all the shareholders of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the Articles of Association in the form annexed hereto be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company.

This resolution shall take effect on the date of the last signature below notwithstanding that it is signed on different dates and/or in separate counterparts by the various shareholders.

Kelvin Y. So
.....
for and on behalf of
Pacific Telesis UK (6)
Limited

Dated:- 9 June 1991

Tony DiStefano
.....
Tony DiStefano

Dated:- 9 June 1991

:WP2:M:7818.1:WR290591.A



Company No. 2387713

WE CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

Frederic Cholmeley
FRERE CHOLMELEY
28 LINCOLN'S INN FIELDS
LONDON, W.C.2.

14th June 1991

N E W

ARTICLES OF ASSOCIATION

- of -

DERBYSHIRE CABLEVISION LTD

(Adopted by Special Resolution
passed on *9th June 1991*)

1. PRELIMINARY

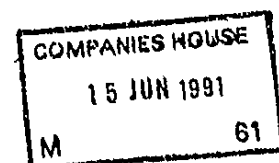
- 1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Companies Act 1985 ("the Act") as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 40, 60 to 62, 73 to 80, 84, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

2. PRIVATE COMPANY

- 2.1 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or

:WP2:M:8305.2:AA210591.A

1



debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

- 2.2 In accordance with section 91(1) of the Act, sub-section (1) of section 89 of the Act and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3. SHARE CAPITAL

The authorised share capital of the Company at the date of the adoption of these Articles is £20,001,000 divided into 20,000,000 Preferred Shares of £1 each ("Preferred Shares") and 1,000 Ordinary Shares of £1 each ("Ordinary Shares").

4. POWER TO ISSUE SHARES

The directors may issue shares in the capital of the Company provided that no issue shall be made unless the issue has been authorised pursuant to section 80 of the Act whether by Article 6 or otherwise.

5. Where the directors have power to issue shares in accordance with Article 4 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

ALLOTMENT OF SHARES

- 6.1 For the purposes of section 80 of the Act and of Article 4.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.
- 6.2 Notwithstanding the provisions of Articles 4 to 6 no issue or allotment of shares shall be made if it appears to the directors after notification to and consultation with the appropriate authorities that such issue or allotment would adversely affect the use of or constitute a breach of the terms of or would be likely to give rise to the revocation of any licence granted to the Company under the Telecommunications Act 1984 and/or the Cable and Broadcasting Act 1984 and any other statutes or regulations (or any statutory modification or re-enactment thereof for the time being in force) whether by reason of the identity of the applicant for the shares or by reason of the number of shares applied for or for any other reason and if such is the case the issue or allotment of the whole of the shares proposed to be allotted at the time shall be cancelled and of no effect and not merely the allotment of that proportion of the shares

the allotment of which would constitute a breach or be likely to give rise to a revocation as aforesaid.

- 6.3 Any issue or allotment of shares shall, at all times, be effected in such numbers so as to avoid fractional entitlements to shares arising.

7. RIGHTS ATTACHING TO SHARES

- 7.1 The Preferred Shares and the Ordinary Shares shall each inter se constitute one separate class of shares and shall carry the rights and privileges and be subject to the restrictions and limitations respectively set out below.

- 7.2 Notwithstanding Regulation 54 of Table A but subject (inter alia) to Regulation 57 of Table A voting rights shall attach to shares in the Company as follows:-

- 7.2.1 On a show of hands every holder of Preferred Shares who (being an individual) is present in person or by proxy or (being a trust or a corporation) is present by a representative or proxy (unless the representative or proxy is himself also a member with an independent right to vote on a show of hands) shall have one vote, and on a poll every holder of Preferred Shares who is present in person or by proxy or (being a trust or a corporation) is present by a representative or proxy shall have one vote for each Preferred Share of which he is the holder;

- 7.2.2 The Ordinary Shares shall have no voting rights.

- 7.3 Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Preferred Shares and Ordinary Shares in proportion to the nominal value of

(plus the amount of any premium paid up or credited as paid up on) those shares. Prior to the declaration of a dividend in respect of any particular period, the holders of three-fourths in number of the issued shares of a particular class may, by delivering written notice to the Company, waive the rights of that class of share to participate in the next dividend declared by the Company.

7.4 On a return of capital on a winding-up or otherwise, capital and surplus available out of the assets of the Company for repayment and distribution to the members of the Company shall be applied as follows:-

- 7.4.1 first, in repayment to the holders of the Preferred Shares of the amounts paid up or credited as paid up on each Preferred Share;
- 7.4.2 next, in repayment to the holders of the Ordinary Shares of the amounts paid up or credited as paid up on each Ordinary Share;
- 7.4.3 next, as to any amount remaining, to the holders of the Preferred Shares and the Ordinary Shares in proportion to the nominal value of (plus the amount of any premium paid up or credited as paid up on) those shares.

7.5 Save as provided for in these Articles the Preferred Shares and the Ordinary Shares shall rank *pari passu* in all respects.

7.6 Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths in number

of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise.

8. REDEEMABLE SHARES

Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.
- 9.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 9.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at

which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by facsimile, telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 9.4 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".
- 9.5 Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

10.

DIRECTORS

There shall be no age limit for directors of the Company.

11.

- 11.1 Any person may be appointed a director or any director may be removed from office:-

- 11.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or
- 11.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.
- 11.2 Every such appointment or removal by notice shall take effect from the earlier of (1) on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by facsimile, telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office or (2) the time when the notice shall express it to take effect from and such notice has been received by an officer, other than the auditors, of the Company.
- 11.3 Up to three non-voting associate directors (one of whom may be a non-voting, non-executive chairman of the board of directors) may be appointed to the board of directors, who shall not be counted for the purposes of determining a quorum and who will be nominated by and will hold office at the pleasure of the holders from time to time of a majority of the Preferred Shares ("Associate Directors"). Such Associate Directors shall not be regarded as directors of the Company within the meaning of the Companies Act

1985, they shall have no power to bind the Company in any manner whatsoever and any reference to directors in these Articles or the Companies Acts shall not include any Associate Director.

12. Subject to the provisions of the Companies Act, the directors may appoint one or more of their number to any executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

13. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

14. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

15. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

16. DIRECTORS - POWERS AND PROCEEDINGS

The directors may exercise all the powers of the Company to borrow money without limit, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and issue debentures, debenture stock and other securities

whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

17.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

17.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

17.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

17.4 may vote on and be counted in the quorum present at a meeting in relation to a resolution relating to any such transaction, arrangement or body corporate.

18. For the purposes of Article 18:-

18.1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in

any such transaction of the nature and extent so specified; and

18.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

19. Notice of all meetings of the directors shall be given to every director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly. It shall not be necessary to give notice of a meeting to an Associate Director. A director shall be entitled to waive his right to receive notice of any meeting or any meetings of the directors during a particular period.

21.1 Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

21.2 Regulation 64 of Table A shall be read and construed as if the number "two" were replaced with the number "one" and regulation 89 of Table A shall be read and construed as if the number "two" were replaced with the number "one".

22. DIRECTOR OF UK OPERATIONS AND OTHER MANAGERS

22.1 The directions of the directors and the ordinary day to day administration of the Company shall be carried out through a managing director duly appointed by the directors.

- 22.2 The directors may appoint other executives to carry out day to day administrative tasks of the Company and such executives may be described by a title which includes (but is not limited to) the word "director". The appointment and remuneration (if any) of any such executive shall be determined by the directors with full powers to make such arrangements as the directors may think fit.
- 22.3 The persons described in Articles 22.1 and 22.2 shall not be or be deemed to be a director of the Company within the meaning of the Act or these Articles. They shall not have the power to bind the Company in any manner whatsoever without the express written authority of the directors. No such person shall be entitled to attend or be present at or to receive notice of any meeting of the directors or of any meeting of the directors or of any committee of the directors but the directors shall be at liberty at any time to request any such person to attend any such meeting of the directors or of a committee of the directors. For the avoidance of doubt, the directors shall have the right to enter into any contract on behalf of the Company or transact any business of any description without the knowledge or approval of the managing director or any executive appointed under Article 22.2 above save that no act shall be done that would impose any personal liability on any such person or persons except with his or their knowledge or consent.
- 22.4 The appointment of any person under this Article 22 shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment (if any) by the Company whether as regards duties, remuneration, pension or otherwise and he shall cease to hold any office to which he is appointed hereunder if he resigns or (as the case may

be) in the event of his ceasing to be in the employment of the Company or an associated company or in the event of his being removed from such office by a resolution of the directors providing that termination of such an appointment shall not of itself affect the terms and conditions of his employment (if any) by the Company.

23. Regulation 93 of Table A shall be read and construed as if after the words "A resolution in writing" there be added the following:-

"(and writing shall be deemed to include telex, telegrams, cables, facsimile, electronic mail and any other method of communicating writing in reasonably permanent legible form, and a document communicated by or with the authority of a director by such method need not be signed by the director by whom it would otherwise be signed)".

24. ALTERNATE DIRECTORS

24.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.

24.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-

"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by facsimile, telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a

resolution of the directors is required shall not take effect until so approved."

25. DISQUALIFICATION OF DIRECTORS

25.1 Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-

"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"

and as if there were added thereto the following paragraphs (f) and (g):-

"(f) the directors resolve that he is physically or mentally incapable of performing his duties; or

(g) he is removed in accordance with Article 9."

25.2 Notwithstanding any other provision of these Articles, no person shall be appointed or remain in the office of director if it appears to the directors after notification to and consultation with the appropriate authorities that such appointment (or holding of office) would constitute a breach of the terms of or adversely affect the use of or would be likely to give rise to the revocation of any licence granted to the Company under the Telecommunications Act 1984, the Cable and Broadcasting Act 1984 and any other statutes or regulations (and any statutory modifications or re-enactments of any such Acts or regulations from time to time) whether by reason of the identity of the director or for any other reason and any such person

who has been appointed to the office of director shall vacate such office forthwith.

26. CAPITALISATION OF PROFITS

Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

27. NOTICES

A notice may be given by the Company to any member or director either personally or in one of the following ways:-

27.1 by sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its service shall be deemed to be effected in the case of such service:-

27.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post; or

27.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post.

In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

27.2 by cable, telex, telecopier (or other method of transmission of facsimile copies), electronic mail or

other method of communicating writing in reasonably permanent legible form to him at his registered address. A notice or document sent in such a way shall be deemed to have been served at the time it is delivered or would in the normal course be delivered to the person to whom it is addressed. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

28.

WINDING-UP

Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

Company No: 2387713

WRITTEN RESOLUTIONS OF ALL THE SHAREHOLDERS OF
DERBYSHIRE CABLEVISION LIMITED
HAVING EFFECT AS A SPECIAL RESOLUTION

We, the undersigned, being all the shareholders of the Company entitled to attend and vote at a general meeting of the Company HEREBY CONFIRM that the written resolution of the members of the Company which came into effect on 9th June 1991 and which adopted new Articles of Association also, by implication, cancelled the unissued special rights share of £1 which, prior to 9th June 1991 existed in the authorised but unissued share capital of the Company.

This resolution shall take effect on the date of the last signature below notwithstanding that it is signed on different dates and/or in separate counterparts by the various shareholders.

N. L. S. G.
.....
for and on behalf of
Pacific Telesis UK (6) Limited

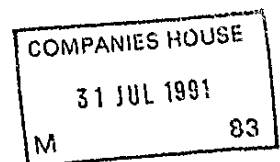
Dated:- *July 22*..... 1991

T. DiStefano
.....
Tony DiStefano

Dated:- *July 24*..... 1991

We certify this to be a true and accurate copy of the original.

D. C. Jeffries
.....
FC Secretaries Limited
Secretary



:WP2:M:7818.1:WR270691.C

Company No: 2387713

WRITTEN RESOLUTION OF ALL THE MEMBERS OF
DERBYSHIRE CABLEVISION LIMITED

We, the undersigned, being all the shareholders of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the Memorandum of Association in the form annexed hereto be adopted as the Memorandum of Association of the Company in substitution for the existing Memorandum of Association of the Company.

This Resolution shall take effect on the date of the last signature below notwithstanding that it is signed on different dates and/or in separate counterparts by the various shareholders.

Helen M. Sge
.....

For and on behalf of
Pacific Telesis UK
(6) Limited

Dated August 21, 1991

Tony DiStefano
.....

Tony DiStefano

Dated 21/8 1991



:WP2:M:7126.8:RE300791.A

Company Number 2387713

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DERBYSHIRE CABLEVISION LIMITED
(As adapted by Special Resolution
passed on 22ND AUGUST 1991)*



1. The name of the Company is DERBYSHIRE CABLEVISION LIMITED.**
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are (subject to Clause 4 of this Memorandum):-
 - (a) to carry out business as a general commercial company in any part of the world;

* The Company was incorporated on 22nd May 1989 as Chulsawood Limited. The Memorandum of Association of the Company was originally modified by Special Resolutions passed on 23rd June 1989 and on 17th July 1990 respectively.

** On 6th July 1989 the name of the Company changed to Derbyshire Cablevision Ltd and on 5th June 1991 the name of the Company changed to Derbyshire Cablevision Limited.

- (b) to seek, retain, extend and renew licences for and to design, modify, establish, develop, publicise, promote, market, operate, sell, hire, make available and provide in any or all of its aspects in the Franchise Area and elsewhere in the United Kingdom cable television, telephony and other interactive and non-interactive communication systems, networks, services and equipment of whatever nature and to commission, produce, purchase or obtain by whatever means or arrangements and transmit, receive, carry, route and direct whether by or through such systems, networks or otherwise all manner of messages and information pictorial, written or otherwise;
- (c) to carry on business as researchers, investigators, experimenters, designers, exhibitors, manufacturers, erectors, installers, maintainers, engineers, repairers, hirers and suppliers of and dealers in electrical, electronic, mechanical and general apparatus, appliances, cables, plant, machinery, tools, equipment, materials, products stores and things of every description;
- (d) to carry on business as general constructors, builders and demolishers, layers and removers of cables and transmitting, receiving and switching apparatus and items of every kind and purchase or otherwise acquire, dispose of, deal in and use bricks, tiles, paving slabs, stone, pipes, pottery plaster, cement and other building materials of any kind and all implements, machinery, vehicles, scaffolding and other equipment used by or similar to the foregoing;
- (e) to carry on business as agents, factors, merchants and dealers in every description of

equipment, material, goods, commodities, substances, appliances, machinery, plant tools, implements, items, services and facilities of whatever nature and as exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors, trustees, brokers, contractors, sub-contractors, or agents whether for the Company or any other company;

- (f) to undertake and organise within or outside the Franchise Area promotional schemes in connection with the Company's operations, products or services and operations, products or services provided by other companies whether or not in the same product or service range as that of Company and to adopt such means of publicising the services, activities, productions and products of the Company as may seem appropriate including (without limitation) by advertising in the press or through the media of radio or television or otherwise by circulars or by purchase and exhibition of works of art or interest by publication of books, magazines and periodicals by granting prizes, rewards and donations;
- (g) to enter into contracts, agreements or arrangements with any other company for any purpose which in the opinion of the directors may directly or indirectly benefit the Company;
- (h) to carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above or may seem to the Company calculated directly or indirectly to benefit the Company or

to enhance the value of or render profitable any of the properties or rights of the Company;

- (i) to purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold for any estate or interest and to dispose of or otherwise deal with, let or sub-let or share occupation or possession in whole or in part any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses in action and any real and personal property of any kind and to erect, construct, lay down, equip, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business;
- (j) to apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, know-how, licences and like rights which may seem capable of being used for or in connection with any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise or develop the same and grant licences or other rights and interests in respect thereof;
- (k) to acquire or undertake the whole or any part of the business, goodwill and assets of any company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing

profits or for co-operation or for mutual assistance with any such company or for subsidising or otherwise assisting any such company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- (l) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company;
- (m) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (n) to lend money and give financial assistance of every kind to any company and to give all kinds of guarantees and indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee or indemnity to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of

any company and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by Section 736 of the Act (treating for this purpose only the word "company" in that Section as if it included any person and any corporation formed in any jurisdiction) or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom;

- (o) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing and to secure or support any guarantee, indemnity or other obligation whatsoever of the Company whether or not of a monetary nature and whether undertaken by the Company or otherwise becoming binding on it to give or allow to arise any mortgage, charge, lien, hypothecation, title, retention, trust or other security or arrangement having the effect of security over the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital;
- (p) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and to operate accounts and otherwise deal with banks and other financial institutions or operations;
- (q) to apply for, promote, acquire, obtain, extend, renew and hold any charters, Acts of Parliament, monopolies of rights, privileges, licences, concessions or other rights from any sovereign

government, government or non-government department or regulatory, provincial or local authority, corporation or body as may be necessary, expedient and desirable for furthering or carrying into effect any object of the Company and to oppose and resist any of the same or any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;

- (r) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (s) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world;
- (t) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide

secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;

- (u) to promote any other company (including for the avoidance of doubt any business association whether or not having separate legal personality) for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire or obtain all or any part of the shares, securities of or other interests or participations in any such company;
- (v) to sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- (w) to remunerate any company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;

- (x) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (y) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or who are or have been employed by or who are serving or have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company

and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- (z) subject to the provisions of Sections 155 to 158 (inclusive) of the Act (if applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (aa) to distribute among the members of the Company in kind any property of the Company of whatever nature;
- (bb) to procure the Company to be registered or recognised in any part of the world;
- (cc) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (dd) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them;

AND IT IS HEREBY DECLARED THAT

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall (except where the context expressly so requires) be in any way limited or restricted by reference

to or inference from any other object or objects set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though such sub-clause contained the objects of a separate Company.
- (3) The word "company" in this Clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (5) In this Clause the expression "the Franchise Area" means that area covered by licences granted under the Cable and Broadcasting Act 1984, Telecommunications Act 1984 or other relevant legislation from time to time in respect of the Derby area.

4. The Company shall not engage in or have a financial interest in the manufacture or servicing of telecommunications equipment or customer premises equipment for sale in the United States, Canada and the islands included in the 809 area code as of November 14, 1986 ("MFJ Area"), or engage in or have a financial interest in the provision of telecommunications services that originate or terminate in the MFJ Area or engage in or have a financial interest in the provision of information services within the MFJ Area, for so long as such activities are prohibited under the Modification of Final Judgment of the United States District Court in United States v. Western Electric Company, Inc., et al., (D.D.C. August 24, 1982) 552 F. Supp 131 or orders related thereto ("MFJ"), unless a waiver or Approval to conduct such activities has first been obtained.

Where any activity of the Company is determined by any judicial, regulatory or governmental entity, to violate or cause any member to be in violation of the MFJ the Company shall immediately cease and desist such activities, until such time (if any) that a waiver or Approval to conduct such activities has been obtained.

The word "Approval" in this Clause shall mean all requisite final regulatory and/or court approvals that will enable the members and the Company to be in compliance with the MFJ, the rules and regulations of the United States Federal Communications Commission, the United States Department of Justice and any other national, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign.

5. The liability of the members is limited.

***6. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

*** By Special Resolution passed on 17th July 1990 the authorised share capital of the Company was increased to £20,001,001 divided into 20,000,000 Preferred Shares of £1 each nominal value, 1,000 Ordinary Shares of £1 each nominal value and 1 Special Share of £1 nominal value.

By Special Resolution passed on 9th June 1991 the Special Share of £1 nominal value was cancelled and the authorised share capital of the Company was decreased from £20,001,001 to £20,001,000.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and Addresses of the Subscribers	Number of Shares taken by each Subscriber
---	--

JACQUELINE SAMUELS For and on behalf of Legibus Secretaries Limited Royex House Aldermanbury Square London EC2V 7LD	ONE
--	-----

CHRISTINE ANNE LEF For and on behalf of Legibus Nominees Limited Royex House Aldermanbury Square London EC2V 7LD	ONE
---	-----

TOTAL SHARES TAKEN	<u>TWO</u>
--------------------	------------

DATED the 11th day of May 1990.

WITNESS to all the above Signatures:-

DENISE WARD
Royex House
Aldermanbury Square
London EC2V 7LD

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2387713

I hereby certify that

DERBYSHIRE CABLEVISION LIMITED

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

DERBY CABLEVISION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 MARCH 1992

M. Rose
M. ROSE

an authorised officer

NE/CN 40686

SIGNED L. J. J. J.DATE 19/3/92

Company No: 2387713

WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS OF
DERBYSHIRE CABLEVISION LIMITED
 (the "Company")

We, the undersigned, being all the shareholders of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the Company's name be charged to "Derby Cablevision Limited".

This resolution shall take effect on the date of the last signature below notwithstanding that it is signed on different dates and/or in separate counterparts by the various shareholders.

Nick 486

 for and on behalf of
 Pacific Telesis UK (6) Limited

Dated:- March 2 1992

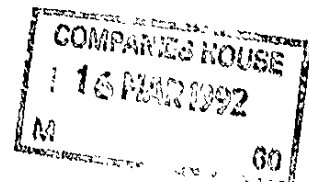
.....
 Tony DiStefano

Dated:- 1992

Certified as a true and accurate
 copy of the original

Robert Tullah

 for and on behalf of
 FC Secretaries Limited,
 Company Secretary



Company No. 2387713

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN SHAREHOLDERS' RESOLUTION

of

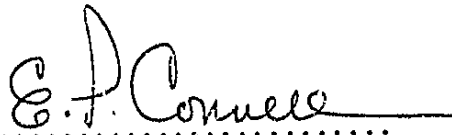
DERBY CABLEVISION LIMITED

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 Derby Limited".

DATED 25th June 1993.



.....
For and on behalf of
Derby Cablevision Holding
Company Limited



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

5911f/1



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2387713

I hereby certify that

DERBY CABLEVISION LIMITED

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

NYNEX CABLECOMMS DERBY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 6 JULY 1993


an authorised officer

DERBY CABLEVISION LIMITED

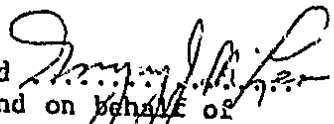
WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY

Whereas the Articles of Association of the Company ascribe voting rights in the Company only to holders of Preferred Shares in the Company; and

whereas there are no Preferred Shares in issue;

we, the undersigned, being the only member of the Company HEREBY RESOLVE that;

1. all resolutions passed to date by the members of the Company be and are hereby ratified; and
2. the memorandum and articles of association (a copy of which is attached hereto) be and are hereby adopted in substitution for and to the exclusion of the Memorandum and Articles of Association of the Company.

Signed 
for and on behalf of
Derby Cablevision Holding
Company Limited

Dated 29th June 1993

7175f/57



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

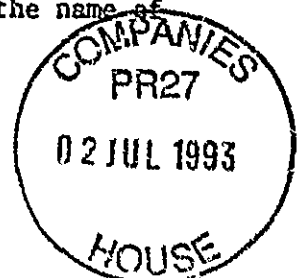
DERBY CABLEVISION LIMITED

(As adapted by Written Resolution
dated 24th June 1993)*

1. The name of the Company is DERBY CABLEVISION LIMITED.**
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are (subject to Clause 4 of this Memorandum):-
 - (a) to carry out business as a general commercial company in any part of the world;

* The Company was incorporated on 22nd May 1989 as Chulsawood Limited. The Memorandum of Association of the Company was originally modified by Special Resolutions passed on 23rd June 1989 and on 17 July 1990 respectively. The Memorandum of Association of the Company was subsequently modified by Special Resolution passed on 22nd August 1993.

** On 6th July 1989 the name of the Company changed to Derbyshire Cablevision Ltd and on 5th June 1991 the name of the Company changed to Derbyshire Cablevision Limited. On 24th March 1992, the name of the Company changed to Derby Cablevision Limited.



- (b) to seek, retain, extend and renew licences for and to design, modify, establish, develop, publicise, promote, market, operate, sell, hire, make available and provide in any or all of its aspects in the Franchise Area and elsewhere in the United Kingdom cable television, telephony and other interactive and non-interactive communication systems, networks, services and equipment of whatever nature and to commission, produce, purchase or obtain by whatever means or arrangements and transmit, receive, carry, route and direct whether by or through such systems, networks or otherwise all manner of messages and information pictorial, written or otherwise;
- (c) to carry on business as researchers, investigators, experimenters, designers, exhibitors, manufacturers, erecters, installers, maintainers, engineers, repairers, hirers and suppliers of and dealers in electrical, electronic, mechanical and general apparatus, appliances, cables, plant, machinery, tools, equipment, materials, products stores and things of every description;
- (d) to carry on business as general constructors, builders and demolishers, layers and removers of cables and transmitting, receiving and switching apparatus and items of every kind and purchase or otherwise acquire, dispose of, deal in and use bricks, tiles, paving slabs, stone, pipes, pottery plaster, cement and other building materials of any kind and all implements, machinery, vehicles, scaffolding and other equipment used by or similar to the foregoing;
- (e) to carry on business as agents, factors, merchants and dealers in every description of

equipment, material, goods, commodities, substances, appliances, machinery, plant, tools, implements, items, services and facilities of whatever nature and as exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors, trustees, brokers, contractors, sub-contractors, or agents whether for the Company or any other company;

- (f) to undertake and organise within or outside the Franchise Area promotional schemes in connection with the Company's operations, products or services and operations, products or services provided by other companies whether or not in the same product or service range as that of Company and to adopt such means of publicising the services, activities, productions and products of the Company as may seem appropriate including (without limitation) by advertising in the press or through the media of radio or television or otherwise by circulars or by purchase and exhibition of works of art or interest by publication of books, magazines and periodicals by granting prizes, rewards and donations;
- (g) to enter into contracts, agreements or arrangements with any other company for any purpose which in the opinion of the directors may directly or indirectly benefit the Company;
- (h) to carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above or may seem to the Company calculated directly or indirectly to benefit the Company or

to enhance the value of or render profitable any of the properties or rights of the Company;

- (i) to purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold for any estate or interest and to dispose of or otherwise deal with, let or sub-let or share occupation or possession in whole or in part any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses in action and any real and personal property of any kind and to erect, construct, lay down, equip, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business;
- (j) to apply for, obtain, purchase or otherwise acquire any trade secrets, processes, inventions, trade marks, copyrights, patterns, designs, patents, know-how, licences and like rights which may seem capable of being used for or in connection with any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise or develop the same and grant licences or other rights and interests in respect thereof;
- (k) to acquire or undertake the whole or any part of the business, goodwill and assets of any company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing

profits or for co-operation or for mutual assistance with any such company or for subsidising or otherwise assisting any such company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- (l) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company;
- (m) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (n) to lend money and give financial assistance of every kind to any company and to give all kinds of guarantees and indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee or indemnity to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of

any company and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by Section 736 of the Act (treating for this purpose only the word "company" in that Section as if it included any person and any corporation formed in any jurisdiction) or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom;

- (o) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing and to secure or support any guarantee, indemnity or other obligation whatsoever of the Company whether or not of a monetary nature and whether undertaken by the Company or otherwise becoming binding on it to give or allow to arise any mortgage, charge, lien, hypothecation, title, retention, trust or other security or arrangement having the effect of security over the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital;
- (p) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques; bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and to operate accounts and otherwise deal with banks and other financial institutions or operations;
- (q) to apply for, promote, acquire, obtain, extend, renew and hold any charters, Acts of Parliament, monopolies of rights, privileges, licences, concessions or other rights from any sovereign

government, government or non-government department or regulatory, provincial or local authority, corporation or body as may be necessary, expedient and desirable for furthering or carrying into effect any object of the Company and to oppose and resist any of the same or any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;

- (r) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (s) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world;
- (t) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide

secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;

- (u) to promote any other company (including for the avoidance of doubt any business association whether or not having separate legal personality) for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire or obtain all or any part of the shares, securities of or other interests or participations in any such company;
- (v) to sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- (w) to remunerate any company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;

- (x) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (y) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or who are or have been employed by or who are serving or have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company

and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- (z) subject to the provisions of Sections 155 to 158 (inclusive) of the Act (if applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (aa) to distribute among the members of the Company in kind any property of the Company of whatever nature;
- (bb) to procure the Company to be registered or recognised in any part of the world;
- (cc) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (dd) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them;

AND IT IS HEREBY DECLARED THAT

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall (except where the context expressly so requires) be in any way limited or restricted by reference

to or inference from any other object or objects set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though such sub-clause contained the objects of a separate Company.
- (3) The word "company" in this Clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (5) In this Clause the expression "the Franchise Area" means that area covered by licences granted under the Cable and Broadcasting Act 1984, Telecommunications Act 1984 or other relevant legislation from time to time in respect of the Derby area.

4. The Company shall not engage in or have a financial interest in the manufacture or servicing of telecommunications equipment or customer premises equipment for sale in the United States, Canada and the islands included in the 809 area code as of November 14, 1986 ("MFJ Area"), or engage in or have a financial interest in the provision of telecommunications services that originate or terminate in the MFJ Area or engage in or have a financial interest in the provision of information services within the MFJ Area, for so long as such activities are prohibited under the Modification of Final Judgment of the United States District Court in United States v. Western Electric Company, Inc., et al. (D.D.C. August 24, 1982) 552 F. Supp 131 or orders related thereto ("MFJ"), unless a waiver or Approval to conduct such activities has first been obtained.

Where any activity of the Company is determined by any judicial, regulatory or governmental entity, to violate or cause any member to be in violation of the MFJ the Company shall immediately cease and desist such activities, until such time (if any) that a waiver or Approval to conduct such activities has been obtained.

The word "Approval" in this Clause shall mean all requisite final regulatory and/or court approvals that will enable the members and the Company to be in compliance with the MFJ, the rules and regulations of the United States Federal Communications Commission, the United States Department of Justice and any other national, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign.

5. The liability of the members is limited.

***6. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

*** By Special Resolution passed on 17th July 1990 the authorised share capital of the Company was increased to £20,001,001 divided into 20,000,000 Preferred Shares of £1 each nominal value, 1,000 Ordinary Shares of £1 each nominal value and 1 Special Share of £1 nominal value.

By Special Resolution passed on 9th June 1991 the Special Share of £1 nominal value was cancelled and the authorised share capital of the Company was decreased from £20,001,001 to £20,001,000.

By Written Resolution dated *24th June* 1993 the share capital of the Company was reclassified as £20,001,000 divided into 20,001,000 Ordinary Shares of £1 each to rank pari passu.

7175f/44-45

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and Addresses of the Subscribers	Number of Shares taken by each Subscriber
---	--

JACQUELINE SAMUELS For and on behalf of Legibus Secretaries Limited Royex House Aldermanbury Square London EC2V 7LD	ONE
--	-----

CHRISTINE ANNE LEE For and on behalf of Legibus Nominees Limited Royex House Aldermanbury Square London EC2V 7LD	ONE
---	-----

TOTAL SHARES TAKEN	<u>TWO</u>
--------------------	------------

DATED the 11th day of May 1990.

WITNESS to all the above Signatures:-

DENISE WARD
Royex House
Aldermanbury Square
London EC2V 7LD

THE COMPANIES ACT 1985

Company No. 2387713

ARTICLES OF ASSOCIATION *
of DERBY CABLEVISION LIMITED **

TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles, ("Table A") shall, except where the same are excluded, or varied, by or inconsistent with, these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company.

INTERPRETATION

2. In these Articles unless the context otherwise requires:-

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof

*. By a Written Resolution dated 29 June 1993 these Articles of Association were adopted as new Articles of Association.

** On 24 March 1992 the name of the Company was changed to Derby Cablevision Limited.

are adopted shall bear the same meaning in these Articles or such other part (as the case may be); and

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £20,001,000 divided into 20,001,000 ordinary shares of £1 each.

REDEEMABLE SHARES

4. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are, liable to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 of Table A shall not apply.

TRANSFERS OF SHARES

5. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. At any general meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

VOTES OF MEMBERS

8. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting, and, in default, the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply.

POWERS OF DIRECTORS

9. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

ALTERNATE DIRECTORS

10. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

11. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12. Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or of the Company in general meeting, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

13. The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.

14. Regulations 73 to 80 (inclusive), Regulation 81(e) and the last sentence of Regulation 84 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

15. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

PROCEEDINGS OF DIRECTORS

16. Subject to the provisions of these Articles and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this Article, an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise. Regulations 94 to 98 of Table A shall not apply.

17. A Director shall be treated as present in person at a meeting of the Directors notwithstanding that he is not physically present at the place where the meeting is held if he is in communication with the meeting by conference telephone or other communication equipment permitting each person physically present at or so in communication with the meeting to hear and be heard by each other such person. Such a Director shall be counted in the quorum of the meeting and shall be entitled to vote thereat.

NOTICES

18. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal

disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

19. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

WINDING UP

20. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

INDEMNITY

21. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JACQUELINE SAMUELS
for and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

CHRISTINE ANNE LEE
for and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

DATED 11th day of May 1990

WITNESS to the above signatures:-

DENISE WARD
Royex House
Aldermanbury Square
London EC2V 7LD

SIMMONS & SIMMONS

A. M. BARR
I. S. COLVERT
C. A. GARNER
A. R. HILL
J. M. BRADSHAW
P. A. CHAZAL
B. H. BUCKLEY
A. C. DOVE
W. L. L. KNIGHT
C. D. SCARLAN
P. G. DANIELS
K. M. MOONEY
O. J. R. KIRBY
W. E. M. GOCFERRY
R. F. R. HEALD
A. J. BUTLER
I. G. WALTER

JANET GAYNER
P. J. FREEMAN
R. R. ELWOOD
JANET HOLLIWAY
P. J. BRETHERTON
G. A. A. DUMILL
S. SCHWAB
S. J. EVANS
G. W. H. ROWBOTTOM
R. E. H. SLATER
A. M. CAMPBELL
A. J. W. ORR
G. R. KENNEDY
W. P. P. NOAD
R. G. S. POLLOCK
P. D. W. HARRIS
D. B. BARKER

K. J. WOFFENDEN
J. D. HYTER
J. E. A. TROUP
J. L. STOVENS
G. P. DOODALL
J. F. MITCHELL
P. J. VAUGHAN
G. S. P. MITCHELL
G. STEVART
C. WILKINSON
G. D. THOMPSON
HELEN HEYMAN
G. G. LITTLE
S. R. MORGAN
W. L. CLEVER
M. R. SMITH
M. J. WYMAN

H. P. GUALMERS
CAROL NEWSON
W. S. DAWSON
A. P. BIRD
P. D. KEJUNERLEY
H. S. G. MATHER
G. E. LEAVER
P. T. WORTH
R. DRYAN
R. A. ARMSTRONG
R. A. J. ALLMUTT
M. H. PROSSER
J. R. DIAL TROUGH
R. H. BUTTERWORTH
R. L. SCHON
D. J. SANDY
R. G. B. FREELAND

D. R. DICKINSON
J. RUSSELL
D. J. WAY
T. J. W. BARNARD
A. J. KARTER
G. J. DAVIES
G. G. D. GADON
S. J. WATSON
J. H. D. ROOME
J. SRS
J. W. DAVIES
W. M. ROODER
JANE MOSE
JANE BOKKOWE
M. T. HODGSON
C. L. WATSON
CATHERINE WHITEHEAD

R. R. MONTAGUE-JONES
HEATHER SAVAGE
S. J. PITHERS
P. CRAKE
P. J. O'NEILL
G. D. P. BARGAIN
J. O. KEET
H. D. AUSTIN
C. M. BRATHWAITE
C. J. PARNWIRE
M. P. DAWSON
P. D. HALL
S. R. TROHAM
ANNA KENNEDY
A. J. WOODGATE
J. MELROSE
CLARE POTTER

S. D. COLECLOUGH
JANE NEWMAN
A. J. R. SMITH
A. PINE
C. H. DODD
N. WILLIAMS
A. N. B. WHITFIELD
J. H. BRIDGEMAN
T. S. VEEVA
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AUDREY CAMPBELL
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C. J. MAYO
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CONSULTANTS: S. L. JAMES SR DAVID WILSON, JR.

14 DOMINION STREET LONDON EC2M 2RJ
TELEPHONE 071 628 2020 / 071 528 9292 TELEX 888562 SIMMONS G DX BOX No.12
FAX 071 588 4126 / 071 588 9418

Our Ref: 5B/M42967/MC/AOW

30th June, 1993

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

Dear Sir,

Derby Cablevision Limited - Company Number 2387713

We act for the above company and, on its behalf, enclose for filing written resolutions of the sole member of the company amending the memorandum and adopting new articles of association of the company.

We should be grateful if you would acknowledge receipt of this letter and its enclosures by stamping as received the enclosed copy of this letter and returning it in the enclosed envelope.

Yours faithfully,

Jim & Jim

Encs.

7856f/18



PARIS
TEL: 01-46 01 67 87
FAX: 01-46 01 22 92

BRUSSELS
TEL: 02-2-611 72 70
FAX: 02-2-613 42 20

LONDON
TEL: 01-315 32 82
FAX: 01-315 32 83

MILAN
TEL: 02-2-76005012
FAX: 02-2-7602770

HONG KONG
TEL: 852-850 1131
FAX: 852-810 0040

NEW YORK
TEL: 1-212-781-0238
FAX: 1-212-850-8594

G

COMPANIES FORM No. 49(1)

Application by a limited company to be re-registered as unlimited

49(1)

Batch 202

Please do not
write in this
margin

Pursuant to section 49(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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2387713

Name of company

Full name of
company

NYNEX CABLECOMMS DERBY LIMITED

NOTE
Alterations in the
memorandum
and articles
should be set out
overleaf

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
2. A statutory declaration made by the directors of the company in compliance with section 49(8)(b) of the above Act§
3. A printed copy of the company's memorandum incorporating the alterations set out overleaf
4. [A printed copy of the company's articles incorporating the alterations set out overleaf]†

§ A non-prescribed
form of Statutory
Declaration (Form
No. 49(8)(b)) is
available

[Printed copies of the company's memorandum and articles incorporating the alterations set out overleaf]

Nominal share capital (if any) provided
for in the articles as altered

£ 20,001,000

BB01P946
Recep Ltd - under 1/2 for 1/2
Date 7 May

† Delete as
appropriate

Signed

James J. M. Lee

[Director][Secretary] Date *4/10/93*

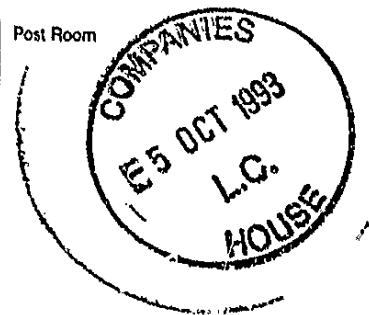
Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/ANW

For official use
General Section

Post Room



Alterations in the memorandum

Please do not
write in this
margin

1. Alteration of the Company's name to "NYNEX CABLECOMMS DERBY"
2. Alteration of clause 3 to the form in the accompanying altered memorandum.
3. Deletion of clauses 4 and 5.

Alterations in the articles

1. Adoption of new articles in the form accompanying this application.

G

COMPANIES FORM No. 49(8)(a)

Members' assent to company being re-registered as unlimited

49(8)(a)

Please do not
write in this
margin

Pursuant to section 49(8)(a) of the Companies Act 1985

To the Registrar of Companies
(Address on page 2)

For official use

Company number

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2387713

Name of company

Full name of
company

NYNEX CABLECOMMS DERBY LIMITED

We, being all the members of the company, assent to the company being
re-registered as unlimited

Signature of member (or
person lawfully authorised
to sign on his behalf)

1 Full name of member DERBY CABLEVISION HOLDING

Address COMPANY LIMITED,

WIMBLEDON BRIDGE HOUSE, 1 HARTFIELD ROAD,
WIMBLEDON, LONDON SW19 3RU

2 Full name of member

Address

3 Full name of member

Address

4 Full name of member

Address

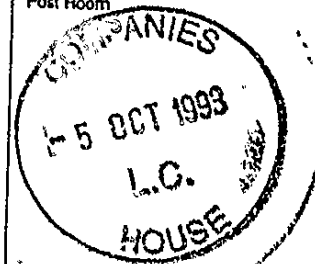
Presentor's name, address and reference (if
any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/AOW

For official use
General Section

Post Room



Signature of member (or
person lawfully authorised
to sign on his behalf)

Please do not
write in this
margin

5 Full name of member

Address

6 Full name of member

Address

7 Full name of member

Address

8 Full name of member

Address

9 Full name of member

Address

10 Full name of member

Address

11 Full name of member

Address

12 Full name of member

Address

Please enter in box opposite
the number of continuation
sheets attached.

0

NOTE

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies, Companies Registration Office, 102 George Street, Edinburgh EH2 3DJ

G

COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Note. This form is not prescribed but has been provided for those who wish to use it Pursuant to section 49(8)(b) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

--	--	--

2387713

Name of company

Full name of company

NYNEX CARLECOMMS DERBY LIMITED

I/We LAWRENCE BRUCE RABUFFO

of Cherrywood, The Barton, Cobham, Surrey KT11 2NJ

and

of

† Delete as appropriate

~~The sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and that where any of these persons has not himself subscribed to the form of assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I/we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Declarant[s] to sign below

Wimbledon Bridge House

1 Hatfield Road

Wimbledon SW14 3RY

the 4TH day of OCTOBER

one thousand nine hundred and NINETY THREE

before me

SARAH E. CORNES

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

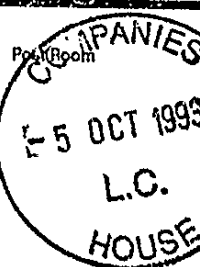
7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 8NJ

Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/ACW

For official use
General Section



G

COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Note. This form is not prescribed but has been provided for those who wish to use it Pursuant to section 49(8)(b) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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2387713

Name of company

Full name of company

NYNEX CABLECOMMS DERBY LIMITED

I/we EUGENE PATRICK CONNELL

of 9 Rushmere Place, Marryat Road, Wimbledon, London SW19 3RP

and

of

† Delete as appropriate

~~These directors~~ [all the directors]† of the above company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and that where any of these persons has not himself subscribed to the form of assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I/we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Wimbledon Bridge House

1 Hartfield Road

Wimbledon SW19 3RH

the 4TH day of OCTOBER

one thousand nine hundred and NINETY THREE

before me SARAH E. CORNES

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Declarant[s] to sign below

E.P. Connell

7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 8NJ

Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/AOW

For official use
General Section

Post Room



G

COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Note. This form is not prescribed but has been provided for those who wish to use it Pursuant to section 49(8)(b) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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2387713

Name of company

Full name of company

NYNEX CABLECOMMS DERBY LIMITED

I/We NICHOLAS PAUL MEARING-SMITH

of Elmfield, Portsmouth Road, Esher, Surrey KT10 9JB

and

of

† Delete as appropriate

~~The sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and that where any of these persons has not himself subscribed to the form of assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I/we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Wimbledon Bridge House

1 Hartfield Road

Wimbledon SW19 3RU

Declarant[s] to sign below

the 4th day of OCTOBER

one thousand nine hundred and NINETY THREE

before me SARAH E. CORNES

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 8NU

Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/AOW

For official use
General Section

Post Room



G

COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Note. This form is not prescribed but has been provided for those who wish to use it Pursuant to section 49(8)(b) of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

--	--	--

2387713

Name of company

Full name of company

NYNEX CABLECOMMS DERBY LIMITED

I/We GREGORY JOSEPH McLEAN

of Thame Cottage, Grange Road, Tilford, Surrey GU10 2DG

and

of

† Delete as appropriate

~~Has sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and that where any of these persons has not himself subscribed to the form of assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I/we make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Wimbledon Bridge House

1 Hartfield Road

Wimbledon SW19 3RL

the 4TH day of OCTOBER

one thousand nine hundred and NINETY THREE

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Declarant[s] to sign below

[Signature]

SARAH E. CORNES

Solicitor

7 & 9 QUEENS ROAD
WIMBLEDON

LO: DC:W SW19 8NJ

Presentor's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/AOW

For official use

General Section

Post room



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2387713

MEMORANDUM OF ASSOCIATION

of

NYNEX CABLECOMMS DERBY

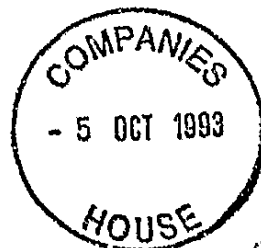
(as last altered by a written resolution dated 4th October 1993)

1. The Company's name is "NYNEX CABLECOMMS DERBY"*. .
2. The Company's registered office is to be situated in England and Wales.
3. The Company's object is to **carry on business as a general commercial company and in addition and without prejudice to the generality of the foregoing the further objects for which the Company is established are:
 - (a) (i) To carry on within and without the United Kingdom in any manner the Company may think fit the business in all branches of the telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.
 - (ii) To carry out research, investigations and experimental work of every description in relation to telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.
 - (iii) To apply for, promote, acquire and hold any charter, Act of Parliament, monopoly of rights, privileges, licences, concessions or other rights from any sovereign, government, government department, provincial or local authority, corporation or body as may be expedient and desirable for furthering the objects of the Company.

* The name of the Company was on the 6th day of July 1989 changed from "CHULSAWOOD LIMITED" to "DERBYSHIRE CABLEVISION LIMITED", and on the 5th day of June 1991 to "DERBY CABLEVISION LIMITED", and on the 6th day of July 1993 to "NYNEX CABLECOMMS DERBY LIMITED" and on the 4th day of October 1993 to "NYNEX CABLECOMMS DERBY".

** On 4th October 1993 the objects of the Company were amended by the substitution of the words following.

1722r



- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or form mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company,

and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing of share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

*** By a written resolution of the sole member of the Company dated 4th day of October 1993 former clauses 4 and 5 of this memorandum of association were deleted.

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum of association, and we agree to take the number of shares set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each Subscriber

-
- | | | |
|----|--|-----|
| 1. | JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD | One |
| 2. | CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD | One |

Total Shares taken: Two

DATED the 11th day of May 1989

Witness to the above signatures:

DENISE WARD

Royex House

Aldermanbury Square

London EC2V 7LD

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2387713

ARTICLES OF ASSOCIATION*
of
NYNEX CABLECOMMS DERBY

TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. Regulations 3, 32, 34 and 35 of Table A shall not apply to these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires;

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be); and

* These Articles of Association were adopted as new Articles of Association by a written resolution of the sole member dated 4th October 1993.



where, for any purpose, an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £20,001,000 divided into 2,000,100,000 ordinary shares of 1 pence each.

CLASS RIGHTS

4. Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of such holders (but not otherwise). All the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every such separate meeting, except that the quorum for any such separate meeting shall be one person holding or representing by proxy at least one-third in nominal value of the issued shares of the class or, at any adjourned meeting, that holder, or those holders, present in person or by proxy, whatever the amount of their holding.

ALTERATION OF SHARE CAPITAL

5. The Company may by special resolution:
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
 - (e) reduce its share capital and any share premium account in any way.

TRANSFERS OF SHARES

6. No transfer of any share shall be registered except (a) a transfer of shares to another Member (b) a transfer of shares to the Company or (c) a transfer in consequence of the death or bankruptcy of a Member, or otherwise by operation of law. The Directors shall decline to register any transfer of a share otherwise than in accordance with the preceding sentence of this Article 6. Any person who becomes entitled to any share

as a consequence of an event described in item (c) of this Article 6 shall not be entitled to receive notice of or to attend and vote at any general meeting of the Company except pursuant to and for the purposes of Article 25 of these Articles.

NOTICE OF GENERAL MEETINGS

7. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman of the meeting or adjourned meeting or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

9. Subject to any rights or restrictions for the time being attached to any shares, on a show of hands every Member present in person (being an individual) or by a duly authorised representative (being a corporation) or by proxy (not being himself a Member entitled to vote) shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

VOTES OF MEMBERS

10. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting and, in default, the instrument of proxy shall not be valid. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

11. The number of Directors (other than duly appointed alternate Directors) shall be not less than two nor more than four.

POWERS OF DIRECTORS

12. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

ALTERNATE DIRECTORS

13. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

14. It shall be necessary to give notice of all meetings of Directors, and of all meetings of committees of Directors of which an alternate's appointor is a member, to an alternate Director who is absent from the United Kingdom and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

15. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

16. The Directors and the Company by ordinary resolution shall, subject to Article 11 of these Articles, each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.

17. Regulations 73 to 80 (inclusive) and Regulation 81(e) shall not apply.

18. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

19. Subject to the provisions of these Articles and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purposes of this Article an interest of a person who is, for any purpose of the Companies Acts, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his

appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of these Articles the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairman of the meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.

21. A Director shall be treated as present at a meeting of the Directors if he is in telephonic communication with the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Regulations 94 to 98 of Table A shall not apply.

ACCOUNTS

22. The Members shall be entitled to inspect any accounting records or other book or document of the Company, upon reasonable notice to the Company and during normal business hours. The Members shall not be entitled to inspect any document reasonably considered by the Directors to be confidential to the Company. Regulation 109 of Table A shall not apply.

NOTICES

23. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall, for all purposes, be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal

disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

24. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

WINDING UP

25. If any of the following events shall occur:

(a) Derby Cablevision Holding Company (Company number 2422310) or NYNEX WSG 1 Company ceases (after first becoming a Member) to be a Member; or

(b) Derby Cablevision Holding Company or NYNEX WSG 1 Company takes (after first becoming a Member) any action or any legal proceedings are started or other steps are taken for:

(i) the winding-up or dissolution of Derby Cablevision Holding Company or NYNEX WSG 1 Company while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or

(ii) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of Derby Cablevision Holding Company or NYNEX WSG 1 Company while any of them is a Member or over the whole or any part of the assets or undertakings of such company while any of them is a Member;

then the Directors of the Company shall (unless they have previously been released from their obligations to do so by a special resolution of the Company) as soon as possible after the event has occurred convene an extraordinary general meeting of the Company at which an ordinary resolution will be proposed pursuant to section 84 of the Insolvency Act 1986 to wind the Company up voluntarily. At such extraordinary general meeting every shareholder present in person or by proxy and entitled to vote shall vote in favour of such resolution and any votes purported to be cast against such resolution shall not be counted as valid votes.

INDEMNITY

26. Subject to the provisions of the Companies Acts the Company may purchase and maintain for every Director, alternate Director, Auditor, Secretary or other officer of the Company insurance against any liability which, by virtue of any rule of law, would otherwise attach to him in

respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF LIMITED COMPANY
AS UNLIMITED

Company No. 2387713

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

formerly registered as limited, has this day been re-registered under
the Companies Act 1985 as unlimited.

Given at Companies House, London, the 5th October 1993

A handwritten signature in black ink, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



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

COMPANY No, 2387713

NYNEX CABLECOMMS DERBY LIMITED
WRITTEN RESOLUTIONS OF THE SOLE MEMBER
OF THE COMPANY

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) we, the undersigned, being the sole member of the above-named Company, HEREBY RESOLVE:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "NYNEX CABLECOMMS DERBY."
2. THAT the memorandum of association of the Company be amended by:
 - (a) the amendment of the existing clause 3 as set out in the attached altered memorandum of association; and
 - (b) the deletion of clauses 4 and 5.
3. THAT the draft articles of association attached hereto be and are hereby approved and adopted as new articles of association of the Company with immediate effect to the exclusion of the existing articles of association of the Company.
4. THAT:
 - (a) each of the 2 existing issued ordinary shares of £1 each in the capital of the Company be and are hereby subdivided and converted into 100 issued ordinary shares of 1 pence each; and
 - (b) each of the 20,000,998 existing unissued ordinary shares of £1 each in the capital of the company be and are hereby subdivided and converted into 100 unissued shares of 1 pence each.
5. THAT:
 - (a) for the purposes of section 80 Companies Act 1985 (the "Act"), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £2.02, such authority to expire ten weeks from the date of the passing of this resolution, but to be capable of previous revocation or variation from time to time by the Company and of renewal from time to time by the Company for a further period not exceeding five years;

1722r



- (b) the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to any such allotment; and
- (c) the Company may make any offer or agreement before the expiry of the authority and power referred to in paragraph (a) and (b) above that would or might require relevant securities or equity securities to be allotted after such authority or power has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority or power had not expired.

These resolutions shall, for all purposes, be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

Dated this *4th* day of *October* 1993

Gregory J. M. Lee
.....
for and on behalf of
DERBY CABLEVISION HOLDING COMPANY

G

COMPANIES FORM No. 122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Pursuant to section 122 of the Companies Act 1985

Please do
not write in
this margin

To the Registrar of Companies

For official use

Company number

--	--	--

2387713

Name of company

Full name of
company

NYNEX CABLECOMMS DERBY

gives notice that:

On 4th October 1993:

(a) each of the 2 existing issued ordinary shares of £1 each in the capital of the Company were subdivided and converted into 100 issued ordinary shares of 1 pence each; and

(b) each of the 20,000,998 existing unissued ordinary shares of £1 each in the capital of the Company were subdivided and converted into 100 unissued shares of 1 pence each.

† Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed *Myrle M. L. L.*

Designation: DIRECTOR

Date 19/10/93

Presenter's name, address and reference (if any):

Simmons & Simmons
14 Dominion Street
London EC2M 2RJ

5B/M88798/MC/LAC

For official use
General Section

Post Room



NYNEX CABLECOMMS DERBY

UNANIMOUS WRITTEN RESOLUTION OF ALL THE MEMBERS
ENTITLED TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) we, the undersigned, being all the members entitled to attend and vote at General Meetings of the Company, HEREBY RESOLVE:

SPECIAL RESOLUTIONS

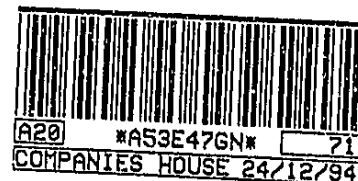
1. THAT, if and so far necessary, the provisions of Article 20 (Directors' interests) of the Company's Articles of Association be dis-applied with respect to all the resolutions adopted in writing or otherwise by the Directors of the Company since 1st October 1993 relating, directly or indirectly, to the share capital of the Company with effect on and from the dates of such resolutions, and accordingly each of those written resolutions be and are hereby ratified and affirmed.
2. THAT the Memorandum of Association of the Company be amended by the addition of Clause 3(jj) as set out in the attached altered Memorandum of Association.
3. THAT the draft articles of association attached hereto be and are hereby approved and adopted as new articles of association of the Company with immediate effect to the exclusion of the existing articles of association of the Company.

These resolutions shall, for all purposes, be as valid and effective as if they had been passed at a General Meeting of the Company duly convened and held.

DATED the 19th day of December 1994

.....
Duly authorised
for and on behalf of
NYNEX North CableComms
Management, Inc.

.....
Duly authorised
for and on behalf of
Derby Cablevision Holding
Company



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2387713

MEMORANDUM OF ASSOCIATION

of

NYNEX CABLECOMMS DERBY

(as last altered by a written resolution dated 19th December 1994).

1. The Company's name is "NYNEX CABLECOMMS DERBY"*.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's object is to **carry on business as a general commercial company and in addition and without prejudice to the generality of the foregoing the further objects for which the Company is established are:
 - (a) (i) To carry on within and without the United Kingdom in any manner the Company may think fit business in all branches of the telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.
 - (ii) To carry out research, investigations and experimental work of every description in relation to telecommunications, cable television, space satellite, electronic, electrical, television, film, sound media and video industries.

* The name of the Company was on the 6th day of July 1989 changed from "CHULSAWOOD LIMITED" to "DERBYSHIRE CABLEVISION LIMITED", and on the 5th day of June 1991 to "DERBY CABLEVISION LIMITED", and on the 6th day of July 1993 to "NYNEX CABLECOMMS DERBY LIMITED" and on the 4th day of October 1993 to "NYNEX CABLECOMMS DERBY".

** On 4th October 1993 the objects of the Company were amended by the substitution of the words following. On 19th December 1994 the objects of the Company were further amended by the addition of clause 3(jj).



- (iii) To apply for, promote, acquire and hold any charter, Act of Parliament, monopoly of rights, privileges, licences, concessions or other rights from any sovereign, government, government department, provincial or local authority, corporation or body as may be expedient and desirable for furthering the objects of the Company.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company,

subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (jj) As an object of the Company or as a power incidental to any of its other objects to engage in currency exchange and interest rate transactions, including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to, or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing or hedging a currency or interest rate exposure or any other exposure or for any other purpose.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations, or

securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

*** Former clauses 4 and 5 of this memorandum of association were deleted on 4th October 1993 pursuant to section 50(2)(b) of the Act.

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum of association, and we agree to take the number of shares set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each Subscriber

1. JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

One

2. CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

One

Total Shares taken: Two

DATED the 11th day of May 1989

Witness to the above signatures:

DENISE WARD

Royex House

Aldermanbury Square

London EC2V 7LD

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2387713

ARTICLES OF ASSOCIATION*

of

NYNEX CABLECOMMS DERBY

TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. Regulations 3, 32, 34 and 35 of Table A shall not apply to these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"business day" means a day other than a Saturday, a Sunday or a day on which commercial banks in London are required or authorised to be closed;

"Cablevision" means Derby Cablevision Holding Company a company registered in England under number 2422310;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

* These Articles of Association were adopted as new Articles of Association by a written shareholder resolution dated 19th December 1994.

"holder" means a holder of shares in the Company;

"Joint Venture" means North CableComms L.P., a limited partnership formed under the laws of the State of Delaware, United States of America;

"Liquidating Event" has the meaning set out in the Shareholders' Agreement;

"Member" means a member of the Company;

"New DelSub" means NYNEX North CableComms Management, Inc. a corporation organised under the laws of the State of Delaware, United States of America;

"North CableComms L.L.C." means North CableComms L.L.C., a limited liability company organised under the laws of the State of Delaware, United States of America;

"Participation Agreement" has the meaning set out in the Shareholders' Agreement;

"Shareholders' Agreement" means the agreement entered into on the date of adoption of these Articles between the Company, UK Sub, the Joint Venture and each of the holders at that time, as from time to time altered;

"UK Sub" means Strikeamount Trading Limited a company registered in England under number 2851015;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be) and, without limitation, "group undertaking" shall have the meaning given in section 259 Companies Act 1985; and

where, for any purpose, an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £20,000,000 divided into 2,000,000,000 ordinary shares of 1 pence each (the "Ordinary Shares"). Regulation 17 of Table A shall not apply.

CLASS RIGHTS

4. Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or

abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of such holders (but not otherwise). All the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every such separate meeting, except that the quorum for any such separate meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class or, at any adjourned meeting, one holder of shares of the class in question present in person or by proxy, whatever the amount of their holding.

ALTERATION OF SHARE CAPITAL

5. The Company may by special resolution:
- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (iii) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
 - (v) reduce its share capital and any share premium account in any way.

TRANSFERS OF SHARES

6. (A) Transfers

No transfer of any share shall be registered except (a) a transfer of shares to another Member (b) a transfer of shares to the Company or (c) an involuntary transfer in consequence of the death or bankruptcy of a Member or otherwise by operation of law. The Directors shall decline to register any transfer of a share otherwise than in accordance with the preceding sentence of this Article 6(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 6(A) shall not be entitled to receive notice of nor to attend, speak or vote at any general meeting of the Company except pursuant to and for the purposes of Article 28. Any person who is registered as the holder of any share as a result of a transfer otherwise than in accordance with the first sentence of this Article 6(A) shall not be entitled to receive from the Company any distribution of profits or assets of the Company (which, for the avoidance of doubt, shall remain the entitlement of the previous properly registered holder of the relevant shares) nor to receive notice of, nor to attend, speak or vote at any general meeting of the Company. The Directors shall not knowingly cause or permit any act or omission which would alter the respective entitlements of the transferor and transferee referred to in the previous sentence.

(B) Form of Transfer

The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. The instrument of transfer need not be attested and, in the case of a foreign corporation, may be executed by a duly appointed officer thereof. Regulation 23 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

7. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman of the meeting or adjourned meeting or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any shares, on a show of hands every Member present in person (being an individual) or by a duly authorised representative (being a corporation) or by proxy (not being himself a Member entitled to vote) shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

10. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting and, in default, the instrument of proxy shall not be valid. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

11. Unless otherwise determined by ordinary resolution the number of Directors (other than duly appointed alternate Directors) shall be not less than two and shall not be subject to any maximum.

OFFICIAL SEAL

12. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

ALTERNATE DIRECTORS

13. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

14. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof. Any Director so reappointed at the next following annual general meeting shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles. The Directors shall be entitled to exclude from the meetings or other proceedings of the Directors any Director in respect of whom a notice of intended resolution to remove a Director pursuant to section 303 Companies Act 1985 has been served on the Members until such time as the relevant resolution has been considered in general meeting.

16. (A) The holder or holders of not less than half the nominal value of the Ordinary Shares may, by notice in writing to the Company, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(B) At any time after a Liquidating Event the holder or holders of half or more of the nominal value of the Ordinary Shares may, by notice in writing to the Company, remove any Director.

(C) Notices under this Article 16 shall be signed by or on behalf of such holder or holders and shall be left at or sent by post or facsimile transmission to the Company's registered office (or such other place designated by the Directors for the purpose). The appointment or removal

shall take effect immediately upon deposit of the notice in accordance with these Articles or on such later date (if any) specified in the notice.

17. The Directors shall not be required to hold any share qualification nor shall they be subject to retirement by rotation.

18. Regulations 73 to 80 (inclusive) and Regulation 81(e) of Table A shall not apply.

19. The Directors shall not have the power to appoint any of their number to any executive office of the Company nor to enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. A Director shall (unless first approved by or on behalf of the holder of a majority in number of the Ordinary Shares) not be entitled to vote in respect of any transaction, contract, arrangement or agreement (a "Relevant Item") with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present. For the purposes of this Article:

- (a) an interest of a person who is, for any purpose of the Companies Acts, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise;
- (b) a Director shall not be deemed to be interested as a result only of the Relevant Item being entered into, or being proposed to be entered into, by the Company with UK Sub or with any group undertaking of the Company or of UK Sub; and
- (c) an interest of a Director arising from his position as a director of any group undertaking of the Company or of UK Sub shall not be an interest of that Director relevant to this Article or to Regulation 85 of Table A.

Regulations 94 to 98 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

21. Subject to the provisions of these Articles the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Questions arising at a meeting shall be

decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.

22. A Director shall be treated as present at a meeting of the Directors if he is in telephonic communication with the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

BORROWING POWERS

23. (A) Save as provided in paragraph (B) below the Directors shall not exercise any of the powers of the Company to borrow money in any manner or to secure the repayment of any money borrowed or owing by the Company or any other person by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's assets (whether present or future), including its uncalled capital, nor by a similar mortgage, charge, standard security, lien or other security to secure or guarantee any debt or liability, or the performance of any obligation, of the Company or of any other person, nor to issue debentures or other debt securities, whether outright or as collateral security for a debt, liability or obligation of the Company or of any other person (the "Relevant Powers").

(B) The Directors may:

- (i) arrange one or more overdrafts not exceeding in aggregate £250,000 on an account held at an authorised institution (within the meaning of the Banking Act 1987 as from time to time amended or replaced);
- (ii) enter into Company Interest Rate Agreements (as defined in the Shareholders' Agreement);
- (iii) create or suffer to exist any obligation of the Company which would not cause a breach of sections 6.1 or 6.2 of the Participation Agreement; and
- (iv) enter into, and borrow under, the Participation Agreement and any guarantee thereof and exercise or enforce any rights or obligations of the Company thereunder.

DIVIDENDS

24. The Directors shall not pay interim dividends and Regulation 103 of Table A shall accordingly not apply.

ACCOUNTS

25. The Members shall be entitled to inspect any accounting records or other book or document of the Company, upon reasonable notice to the Company and during normal business hours. Regulation 109 of Table A shall not apply.

NOTICES

26. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall, for all purposes, be deemed a sufficient service on or delivery to all the joint holders. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

27. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

WINDING UP

28. If any of the following events shall occur:

- (a) Cablevision or New DelSub ceases (after first becoming a Member) to be a Member; or
- (b) Cablevision or New DelSub takes (after first becoming a Member) any action or any legal proceedings are started or other steps are taken for:
 - (i) the winding-up or dissolution of Cablevision or New DelSub while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or

- (ii) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of Cablevision or New DelSub while either of them is a Member or over the whole or any part of the assets or undertakings of such company while either of them is a Member;

then the Directors of the Company shall (unless they have been released from their obligations to do so by a special resolution of the Company) as soon as practicable after the event has occurred convene an extraordinary general meeting of the Company at which an ordinary resolution will be proposed pursuant to section 84 of the Insolvency Act 1986 to wind the Company up voluntarily. At such extraordinary general meeting every Member present in person or by proxy and entitled to vote shall vote in favour of such resolution and any votes purported to be cast against such resolution shall not be counted as valid votes.

INDEMNITY

29. Subject to the provisions of the Companies Acts the Company may purchase and maintain for every Director, alternate Director, Auditor, Secretary or other officer of the Company insurance against any liability which, by virtue of any rule of law, would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.

COMPANY No. 2387713

NYNEX CABLECOMMS DERBY

UNANIMOUS WRITTEN RESOLUTIONS OF ALL THE MEMBERS
OF THE COMPANY

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) and the Companies Act 1985 we, the undersigned, being the only members of the above-named Company, HEREBY RESOLVE:

SPECIAL RESOLUTION

1. THAT:

- (a) for the purposes of section 80 Companies Act 1985 (the "Act"), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £17,667,949.61 such authority to expire five years from the date of the passing of this resolution, but to be capable of previous revocation or variation from time to time by the Company and of renewal from time to time by the Company for a further period not exceeding five years;
- (b) the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to any such allotment; and
- (c) the Company may make any offer or agreement before the expiry of the authority and power referred to in paragraph (a) and (b) above that would or might require relevant securities or equity securities to be allotted after such authority or power has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority or power had not expired.

This resolution shall, for all purposes, be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

Dated this 15th day of December 1994

.....
duly authorised, for and
on behalf of DERBY
CABLEVISION HOLDING COMPANY

.....
duly authorised, for and
on behalf of NYNEX NORTH
CABLECOMMS MANAGEMENT, INC.

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2387713

ARTICLES OF ASSOCIATION*

of

NYNEX CABLECOMMS DERBY

TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. Regulations 3, 32, 34 and 35 of Table A shall not apply to these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"business day" means a day other than a Saturday, a Sunday or a day on which commercial banks in London are required or authorised to be closed;

"Cablevision" means Derby Cablevision Holding Company a company registered in England under number 2422310;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

* These Articles of Association were adopted as new Articles of Association by a written shareholder resolution dated 19th December 1994.



"holder" means a holder of shares in the Company;

"Joint Venture" means North CableComms L.P., a limited partnership formed under the laws of the State of Delaware, United States of America;

"Liquidating Event" has the meaning set out in the Shareholders' Agreement;

"Member" means a member of the Company;

"New DelSub" means NYNEX North CableComms Management, Inc, a corporation organised under the laws of the State of Delaware, United States of America;

"North CableComms L.L.C." means North CableComms L.L.C., a limited liability company organised under the laws of the State of Delaware, United States of America;

"Participation Agreement" has the meaning set out in the Shareholders' Agreement;

"Shareholders' Agreement" means the agreement entered into on the date of adoption of these Articles between the Company, UK Sub, the Joint Venture and each of the holders at that time, as from time to time altered;

"UK Sub" means Strikeamount Trading Limited a company registered in England under number 2851015;

every reference in Table A to "the Act" shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be) and, without limitation, "group undertaking" shall have the meaning given in section 259 Companies Act 1985; and

where, for any purpose, an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £20,001,000 divided into 2,000,100,000 ordinary shares of 1 pence each (the "Ordinary Shares"). Regulation 17 of Table A shall not apply.

CLASS RIGHTS

4. Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or

abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of such holders (but not otherwise). All the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every such separate meeting, except that the quorum for any such separate meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class or, at any adjourned meeting, one holder of shares of the class in question present in person or by proxy, whatever the amount of their holding.

ALTERATION OF SHARE CAPITAL

5. The Company may by special resolution:

- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (iii) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (v) reduce its share capital and any share premium account in any way.

TRANSFERS OF SHARES

6. (A) Transfers

No transfer of any share shall be registered except (a) a transfer of shares to another Member (b) a transfer of shares to the Company or (c) an involuntary transfer in consequence of the death or bankruptcy of a Member or otherwise by operation of law. The Directors shall decline to register any transfer of a share otherwise than in accordance with the preceding sentence of this Article 6(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 6(A) shall not be entitled to receive notice of nor to attend, speak or vote at any general meeting of the Company except pursuant to and for the purposes of Article 28. Any person who is registered as the holder of any share as a result of a transfer otherwise than in accordance with the first sentence of this Article 6(A) shall not be entitled to receive from the Company any distribution of profits or assets of the Company (which, for the avoidance of doubt, shall remain the entitlement of the previous properl. registered holder of the relevant shares) nor to receive notice of, nor to attend, speak or vote at any general meeting of the Company. The Directors shall not knowingly cause or permit any act or omission which would alter the respective entitlements of the transferor and transferee referred to in the previous sentence.

(B) Form of Transfer

The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. The instrument of transfer need not be attested and, in the case of a foreign corporation, may be executed by a duly appointed officer thereof. Regulation 23 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

7. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman of the meeting or adjourned meeting or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any shares, on a show of hands every Member present in person (being an individual) or by a duly authorised representative (being a corporation) or by proxy (not being himself a Member entitled to vote) shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

10. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting and, in default, the instrument of proxy shall not be valid. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

11. Unless otherwise determined by ordinary resolution, the number of Directors (other than duly appointed alternate Directors) shall be not less than two and shall not be subject to any maximum.

OFFICIAL SEAL

12. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

ALTERNATE DIRECTORS

13. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

14. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof. Any Director so reappointed at the next following annual general meeting shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles. The Directors shall be entitled to exclude from the meetings or other proceedings of the Directors any Director in respect of whom a notice of intended resolution to remove a Director pursuant to section 303 Companies Act 1985 has been served on the Members until such time as the relevant resolution has been considered in general meeting.

16. (A) The holder or holders of not less than half the nominal value of the Ordinary Shares may, by notice in writing to the Company, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(B) At any time after a Liquidating Event the holder or holders of half or more of the nominal value of the Ordinary Shares may, by notice in writing to the Company, remove any Director.

(C) Notices under this Article 16 shall be signed by or on behalf of such holder or holders and shall be left at or sent by post or facsimile transmission to the Company's registered office (or such other place designated by the Directors for the purpose). The appointment or removal

shall take effect immediately upon deposit of the notice in accordance with these Articles or on such later date (if any) specified in the notice.

17. The Directors shall not be required to hold any share qualification nor shall they be subject to retirement by rotation.

18. Regulations 73 to 80 (inclusive) and Regulation 81(e) of Table A shall not apply.

19. The Directors shall not have the power to appoint any of their number to any executive office of the Company nor to enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. A Director shall (unless first approved by or on behalf of the holder of a majority in number of the Ordinary Shares) not be entitled to vote in respect of any transaction, contract, arrangement or agreement (a "Relevant Item") with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present. For the purposes of this Article:

- (a) an interest of a person who is, for any purpose of the Companies Acts, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise;
- (b) a Director shall not be deemed to be interested as a result only of the Relevant Item being entered into, or being proposed to be entered into, by the Company with UK Sub or with any group undertaking of the Company or of UK Sub; and
- (c) an interest of a Director arising from his position as a director of any group undertaking of the Company or of UK Sub shall not be an interest of that Director relevant to this Article or to Regulation 85 of Table A.

Regulations 94 to 98 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

21. Subject to the provisions of these Articles the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Questions arising at a meeting shall be

decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.

22. A Director shall be treated as present at a meeting of the Directors if he is in telephonic communication with the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

BORROWING POWERS

23. (A) Save as provided in paragraph (B) below the Directors shall not exercise any of the powers of the Company to borrow money in any manner or to secure the repayment of any money borrowed or owing by the Company or any other person by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's assets (whether present or future), including its uncalled capital, nor by a similar mortgage, charge, standard security, lien or other security to secure or guarantee any debt or liability, or the performance of any obligation, of the Company or of any other person, nor to issue debentures or other debt securities, whether outright or as collateral security for a debt, liability or obligation of the Company or of any other person (the "Relevant Powers").

(B) The Directors may:

- (i) arrange one or more overdrafts not exceeding in aggregate £250,000 on an account held at an authorised institution (within the meaning of the Banking Act 1987 as from time to time amended or replaced);
- (ii) enter into Company Interest Rate Agreements (as defined in the Shareholders' Agreement);
- (iii) create or suffer to exist any obligation of the Company which would not cause a breach of sections 6.1 or 6.2 of the Participation Agreement; and
- (iv) enter into, and borrow under, the Participation Agreement and any guarantee thereof and exercise or enforce any rights or obligations of the Company thereunder.

DIVIDENDS

24. The Directors shall not pay interim dividends and Regulation 103 of Table A shall accordingly not apply.

ACCOUNTS

25. The Members shall be entitled to inspect any accounting records or other book or document of the Company, upon reasonable notice to the Company and during normal business hours. Regulation 109 of Table A shall not apply.

NOTICES

26. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall, for all purposes, be deemed a sufficient service on or delivery to all the joint holders. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

27. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

WINDING UP

28. If any of the following events shall occur:

(a) Cablevision or New DelSub ceases (after first becoming a Member) to be a Member; or

(b) Cablevision or New DelSub takes (after first becoming a Member) any action or any legal proceedings are started or other steps are taken for:

(1) the winding-up or dissolution of Cablevision or New DelSub while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or

- (ii) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of Cablevision or New DelSub while either of them is a Member or over the whole or any part of the assets or undertakings of such company while either of them is a Member;

then the Directors of the Company shall (unless they have been released from their obligations to do so by a special resolution of the Company) as soon as practicable after the event has occurred convene an extraordinary general meeting of the Company at which an ordinary resolution will be proposed pursuant to section 84 of the Insolvency Act 1986 to wind the Company up voluntarily. At such extraordinary general meeting every Member present in person or by proxy and entitled to vote shall vote in favour of such resolution and any votes purported to be cast against such resolution shall not be counted as valid votes.

INDEMNITY

29. Subject to the provisions of the Companies Acts the Company may purchase and maintain for every Director, alternate Director, Auditor, Secretary or other officer of the Company insurance against any liability which, by virtue of any rule of law, would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.