

**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

To the Registrar of Companies

For official use

For official use

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

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2422310

Name of company

* PACIFIC TELESIS UK (6) LIMITED

* insert full
name of Company

I, SIMON DAVID MORGAN

of 28 LINCOLN'S INN FIELDS, LONDON WC2A 3HH

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor~~ engaged in the formation of the company ~~†~~
~~† person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 12(2)†~~ and that all the requirements of the above Act in respect of the registration of the

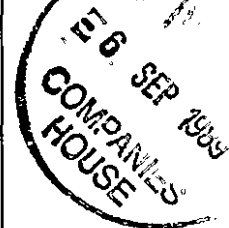
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835Declared at 28 Lincoln's Inn Fields
London WC2A 3HH

Declarant to sign below

the 5th day of SeptemberOne thousand nine hundred and 89before me N.R. HeatherA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presenter's name address and
reference (if any):Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH
Ref: DCZ/SDM/MSHFor official Use
New Companies Section

Post room



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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

*Insert full name
of company

Name of company

* PACIFIC TELESIS UK (6) LIMITED

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

28 LINCOLN'S INN FIELDS

LONDON

Postcode WC2A 3HH

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

Postcode

Number of continuation sheets attached (see note 1)

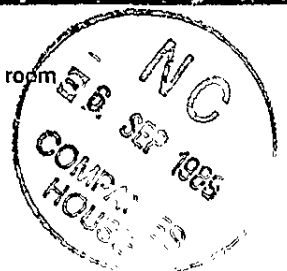
Presentor's name, address and
reference (if any):

Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH
Ref: DCZ/SDM/MSH

For official use

General Section

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:

Name (note 3) FC DIRECTORS LIMITED		Business occupation Company	
Previous name(s) (note 3)		Nationality British	
Address (note 4) 28 LINCOLN'S INN FIELDS LONDON		Date of birth (where applicable) (note 6)	
	Postcode	WC2A 3HH	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature <i>D. C. Jeffman</i>		Date 4/9/89	

Please do not write in this margin

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

For and on behalf of FC Directors Limited

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

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

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:

Please do not write in this margin

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

Name (notes 3 & 7) FC SECRETARIES LIMITED	
Previous name(s) (note 3) -	
Address (notes 4 & 7) 28 LINCOLN'S INN FIELDS	
LONDON	
Postcode	WC2A 3HH
I consent to act as secretary of the company named on page 1	
Signature D.C. Zeffman	Date 4/9/89

For and on behalf of FC Secretaries Limited

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 D.C. Zeffman	Date 4/9/89
For and on behalf of FC Nominees Limited	
Signed	Date
Signed D.C. Zeffman	Date 4/9/89
For and on behalf of CF Nominees Limited	
Signed	Date
Signed	Date
Signed	Date

2422310

A26
13/9



No.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

PACIFIC TELESIS UK (6) LIMITED

1. The Company's name is PACIFIC TELESIS UK (6) LIMITED.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

3.1 (a) To carry on business as a holding company and for that purpose to acquire and hold either in the name of the Company, or in the name of any nominee, shares, stocks, debentures, debenture stock, obligations and securities issued or guaranteed by any Company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any Government, Sovereign,

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Ruler, Commission, Public Body or Authority
Supreme, Dependent, Municipal, Local or otherwise
in any part of the world, and to provide finance,
services, guarantees and other facilities to or
for the benefit of any subsidiary or other company
in which the Company or any subsidiary of the
Company or their nominees hold any shares or other
securities.

- (b) 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, satellite television, electronics,
electrical, television, film, sound and video
industries including, without limitation, carrying
on business as the operator of cable, pay,
subscription or other television and communication
networks and services.
- (c) To carry out research, investigations and
experimental work of every description in relation
to telecommunication, cable television, space
satellite, electronic, electrical, television,
film, sound and video industries.
- (d) To apply for, promote, acquire and hold any
charter, Act of Parliament, monopoly of rights,
privileges, licences, consents, 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 referred to in Clause 3.1.(b).

(e) To carry on any activity, venture or business in or connected with communication systems, entertainment, sport, leisure, recreation or art or education therefore.

3.2 To further and to promote all or any of the objects and/or interests of any associated company.

3.3 To carry on in any part of the world any other trade or business which may seem to the Company to be to its advantage to carry on.

3.4 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent,

patent rights, brevets d'invention, monopolies, trade-marks, service-marks, trade-names, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any associated company or to any of its or their customers and to do all such things either alone or jointly with any person or company.

3.5 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.

3.6 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital

or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined by the Company.

3.7 To improve, manage, develop and turn to account and to sell, transfer, convey, exchange, lease, grant licences, easements or other rights in or over give, grant or in any other manner deal with or dispose of all or any of the undertaking, property, assets, rights, interests and effects for the time being of the Company or any part thereof for such consideration as the Company may think fit or for none and as the whole or part of any transaction or arrangement to assume or undertake to perform or discharge the liabilities or obligations of any other person or company.

3.8 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as the Company may think fit; and to hold, sell, or otherwise dispose of

any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.

3.9 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital can be made except with the sanction (if any) for the time being required by law.

3.10 To erect, build, construct, lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.

3.11 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.

3.12 To borrow or raise and to secure the payment of money for the purpose of or in connection with the business of the Company or any associated company in such

manner as the Company may think fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or other securities or obligations such issue to be at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as the Company may think fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.

- 3.13 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any associated company or any of its or their customers or of any other persons or companies having dealings with the Company or any associated company or in whose businesses or undertakings the Company or any associated company is or may propose to be financially interested, whether directly or indirectly.

- 3.14 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any associated company.
- 3.15 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.16 To invest and deal with the moneys of the Company not immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem to the Company expedient.
- 3.17 To establish and maintain, or procure the establishment

and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or directors or officers of the Company or of any associated company or of any company in which the Company or any associated company has a financial interest, direct or indirect, and the widows, widowers, relations and dependants of such persons, and to make, or agree to make, contributions to any such scheme, fund or trust and to pay, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or an associated company or of any such other company as aforesaid, or of any such person as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, political, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any associated company or any such other company as

aforesaid.

3.18 To establish, promote or acquire, or concur in establishing, promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interests of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

3.19 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.

3.20 To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.

- 3.21 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any such other company as aforesaid.
- 3.22 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if the Company think fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or company.

3.23 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem to the Company conducive to the Company's objects or any of them; and to obtain from any such government or authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.

3.24 To obtain any provisional or other order or licence of any authority or Act of Parliament 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 purpose which may seem to the Company expedient; to support or oppose the passing of any Act of Parliament or the making of any order, regulation or statutory instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem to the Company calculated to affect, directly or indirectly, the Company's interest.

3.25 To adopt such means of making known any of the Company's businesses or any branch or department

thereof as may seem to the Company expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art or interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.

3.26 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.

3.27 To procure the Company to be registered or recognised in any dominion, colony or dependency and in any country or place in which it is not registered or recognised.

3.28 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or

in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, associated companies or otherwise.

3.29 To do all such other things as are in the opinion of the Company incidental or conducive to the above objects or any of them.

3.30 IT IS HEREBY DECLARED that in this Clause 3 :-

3.30.1 the word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or not;

3.30.2 the expression "associated company" shall mean any company which, from time to time, is or is about to become or shall have been an associated company of the Company within the meaning of section 416 of the Income and Corporation Taxes Act 1988;

3.30.3 the expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force;

3.30.4 words denoting the singular number shall also include the plural and vice versa;

3.30.5 the objects set out in each paragraph shall not be restrictively construed but the widest interpretation shall be given to each of them and they shall not, except as otherwise expressly provided in any paragraph, be in any way limited or restricted by reference to or inference from any other object or objects set out in that or any other paragraph or by reference to the terms of any other paragraph, to the order in which the paragraphs and the objects set out in them occur or to the name of the Company;

3.30.6 none of the paragraphs and none of the objects specified in them shall be deemed subsidiary or ancillary to any of the objects specified in any paragraph but shall be regarded as separate and distinct objects and the Company shall have as full a power to exercise each and every one of these objects as though each paragraph contained the objects of a separate company.

4. The liability of the Company's members is limited.

5. The Company's share capital is £100 divided into one hundred ordinary 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 shown opposite our respective names.

Names and Addresses of
Subscribers

Number of ordinary
shares of £1 each
taken by each
Subscriber

FC Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeffman
.....
For and on behalf of
FC Nominees Limited

CF Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeffman
.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated *4th September*, 1989

Witness to the above signatures:-

S.D. Morgan
.....
Simon David Morgan
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PACIFIC TELESIS UK (6) LIMITED

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of incorporation of the Company ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

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 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 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-

3.1 except with the prior approval of the Company in general meeting or the prior written consent of 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

3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 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.

5. For the purposes of section 80 of the Act and of Article 3.2 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 incorporation of the Company up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such incorporation. 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.

REDEEMABLE SHARES

6. 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.

PROCEEDINGS AT GENERAL MEETINGS

7.1 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.

- 7.2 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.
-

- 7.3 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 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.

- 7.4 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".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.

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

- 9.1.1 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

- 9.1.2 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.

9.2 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 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.

10. 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.

11. 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.

12. 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.

NUMBER OF DIRECTORS

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

14. If at any time there is only one director of the Company the quorum for the holding of board meetings shall be reduced to one and Regulation 89 of Table A shall be modified accordingly.

DIRECTORS - POWERS AND PROCEEDINGS

15. The directors may exercise all the powers of the Company to borrow money, 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.

16. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in

respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

17. Notice of all meetings of the directors shall be given to every director and alternate 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.

18. 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.

ALTERNATE DIRECTORS

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

19.2 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 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."

— DISQUALIFICATION OF DIRECTORS

20. 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."

CAPITALISATION OF PROFITS

21. 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".

NOTICES

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

22.1 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 :-

22.1.1 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

22.1.2 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.

22.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such

a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

23. 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".

—

Names and Addresses of
Subscribers

Number of ordinary
shares of £1 each
taken by each
Subscriber

FC Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeff
.....
For and on behalf of
FC Nominees Limited

CF Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeff
.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated *4th September*, 1989

Witness to the above signatures:-

S.D. Morgan
.....

Simon David Morgan
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

FILE COPY



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

No. 2422310

I hereby certify that

—
PACIFIC TELESIS UK (6) 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 13 SEPTEMBER 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

G

COMPANIES FORM No. 224

13-09-89

224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2422310

Name of company

* PACIFIC TELESIS UK (6) LIMITED

* insert full name
of company

gives 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:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

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

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

D.C. Ziff

Designation: *Secretary*

For and on behalf of FC Secretaries Limited

Date

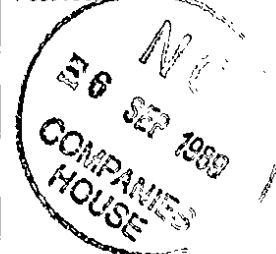
4th September 1989

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

Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH
Ref: DCZ/SDM/MSH

For official Use
General Section

Post room



COMPANY NO. 2422310

PACIFIC TELESIS UK (6) LIMITED

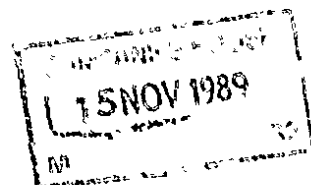
We confirm that the following resolution was passed by all the shareholders of the Company as a written resolution of the shareholders of the Company on 2nd November 1989:-

"We, the undersigned, being all the members of the Company, HEREBY RESOLVE as follows:

1. THAT the nominal capital of the Company be increased by £900 beyond the registered capital of £100, the new capital to be divided into a further 900 shares of £1 each ranking pari passu with the existing shares.
2. THAT the directors be authorised pursuant to section 80 of the Companies Act 1985 and Article 3.1 of the Articles of Association of the Company to allot any and all of the shares of the Company for the time being unallotted at any time during the period of five years from today."

Dated ^{3rd} November 1989

D.C. Zeffman
.....
for and on behalf of
FC Secretaries Limited,
Company Secretary



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

--	--	--	--

2422310

Name of company

* PACIFIC TELESIS UK (6) LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2nd November 1989 the nominal capital of the company has been
increased by £ 900 beyond the registered capital of £ 100.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Ordinary Shares of £1 each, the conditions of which are set
out in the Articles of Association of the Company.

Please tick here if
continued overleaf

☐

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

Signed on behalf of Pacific Telesis LimitedDesignation Secretary Date 3rd November 1989

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

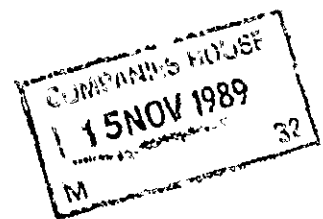
Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH

Ref: DCZ/SDM

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
407 BM
6017157

COMPANY No. 2422310

PACIFIC TELESIS UK(6) LIMITED

THE FOLLOWING WAS PASSED AS A WRITTEN RESOLUTION BY WAY OF
SPECIAL RESOLUTION OF THE MEMBERS OF THE COMPANY MADE
PURSUANT TO SECTION 9 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)

We, the undersigned, being the holders of the entire issued share capital of the Company and being all the members of the Company having the right to attend and vote at a general meeting of the Company hereby RESOLVE that the following resolution be adopted as a special resolution :-

"That the Articles of Association of the Company be amended by the addition of the following Article after Article 23 : -

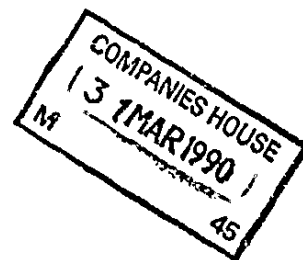
24 Seal

The Company, pursuant to Section 39 of the Companies Act 1985, shall have for use in the United States of America an official seal which shall be a facsimile of the Company's common seal and which shall bear the letters "USA" on its face."

D. C. Zeffner
.....
For and on behalf of
FC Secretaries Limited
Secretary

Dated : 29-3-90

AEF299



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

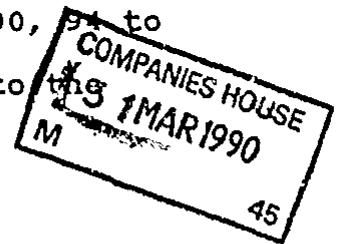
PACIFIC TELESIS UK (6) LIMITED

(As amended by special resolution passed on
29th March 1990)

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of incorporation of the Company ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 91 to 97, 112 and 115 of Table A shall not apply to the Company.



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 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 Sub-section (1) of section 8. of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-

3.1 except with the prior approval of the Company in general meeting or the prior written consent of 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

3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 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.

5. For the purposes of section 80 of the Act and of Article 3.2 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 incorporation of the Company up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such incorporation. 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.

REDEEMABLE SHARES

6. 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.

PROCEEDINGS AT GENERAL MEETINGS

7.1 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.

7.2 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.

7.3 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 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.

- 7.4 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".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.

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

- 9.1.1 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

- 9.1.2 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.

9.2 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 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.

10. 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.

11. 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.

12. 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.

NUMBER OF DIRECTORS

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

14. If at any time there is only one director of the Company the quorum for the holding of board meetings shall be reduced to one and Regulation 89 of Table A shall be modified accordingly.

DIRECTORS - POWERS AND PROCEEDINGS

15. The directors may exercise all the powers of the Company to borrow money, 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.

16. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in

respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

17. Notice of all meetings of the directors shall be given to every director and alternate 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.

18. 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.

ALTERNATE DIRECTORS

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

19.2 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 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."

DISQUALIFICATION OF DIRECTORS

20. 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."

CAPITALISATION OF PROFITS

21. 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".

NOTICES

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

22.1 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 :-

22.1.1 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

22.1.2 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.

22.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such

a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

23. 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".

SEAL

24. The Company, pursuant to section 39 of the Companies Act 1985, shall have for use in the United States of America an official seal which shall be a facsimile of the Company's common seal and which shall bear the letters "USA" on its face.

Names and Addresses of
Subscribers

Number of ordinary
shares of £1 each
taken by each
Subscriber

FC Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeffman
.....
For and on behalf of
FC Nominees Limited

CF Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH

One (1)

D.C. Zeffman
.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated 4th September, 1989

Witness to the above signatures:-

S.D. Morgan
.....

Simon David Morgan
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

Company No. 2432310

PACIFIC TELESIS UK (6) LIMITED

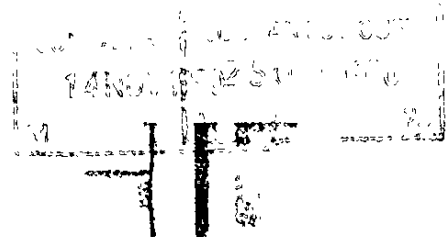
("the Company")

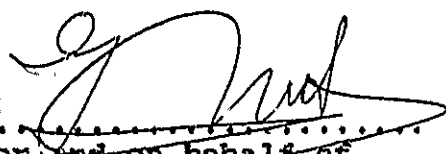
WRITTEN RESOLUTIONS OF ALL THE SHAREHOLDERS OF THE COMPANY
ENTITLED TO ATTEND AND VOTE AT A GENERAL MEETING OF THE
COMPANY AND PASSED IN ACCORDANCE WITH THE PROVISIONS OF
SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE 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 directors.



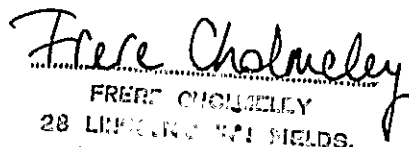
X 
.....
for and on behalf of
Pacific Telesis International

Dated:10/1/..... 1990

X 
.....
Jan Nais

Dated:10/1/..... 1990

WE CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL


FREERE CHOLMELEY
28 LINDEN HILL FIELDS,
LONDON WC2A 3NH
22 October 1990

cc R

Company No: 2422310



WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS OF
PACIFIC TELESIS UK (5) 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 name of the Company be changed to "Derby Cablevision Holding Company 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.

.....*T. F. C. /*.....
for and on behalf of
PacTel Cable

Dated:-*Feb 11*..... 1993

.....*T. F. C. /*.....
Tony Distefano

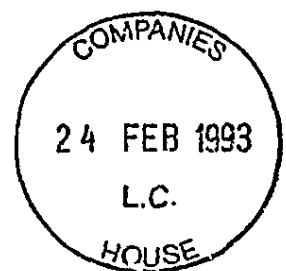
Dated:-*Feb 11*..... 1993

WE CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

.....*Frere Cholmeley*.....
FRERE CHOLMELEY
4 JOHN CARPENTER STREET,
LONDON EC4Y 0NH

.....*24th February 1993*.....

MESSRS. C. 140 ARG
041839. £600 =
C/N. £200. 1/2
U:TS.PMS:T:RES
Same Day



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2422310

The Registrar of Companies for England and Wales hereby certifies that

PACIFIC TELESIS UK (6) LIMITED

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

DERBY CABLEVISION HOLDING COMPANY LIMITED

Given at Companies House, London, the 24th February 1993

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



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

G

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

49 (1)

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

--	--	--

2422310

Name of company

Full name of
company

DERBY CABLEVISION HOLDING COMPANY LIMITED

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][†]

~~Printed copy of the company's articles incorporating the alterations set out overleaf~~ XXXXX

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

£ 1,000

133 012946
re-reg. to unlimited
5 May 93

[†] Delete as
appropriate

Signed

[Director] [Secretary] [†] Date

4/10/93

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



Alterations in the memorandum

Please do not
write in this
margin

1. Alteration of the Company's name to "DERBY CABLEVISION HOLDING COMPANY".
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

Members' assent to company being re-registered as unlimited

49(8)(a)

Base 11 190

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

2422310

Name of company

Full name of
company

DERBY CABLEVISION HOLDING COMPANY LIMITED

We, being all the members of the company, assent to the company being
re-registered as unlimitedSignature of member (or
person lawfully authorised
to sign on his behalf)

1 Full name of member STRIKEAMOUNT TRADING LIMITED

Address WIMBLEDON BRIDGE HOUSE,

1 HARTFILED ROAD,

WIMBLEDON SW19 3RU

2 Full name of member

Address

3 Full name of member

Address

4 Full name of member

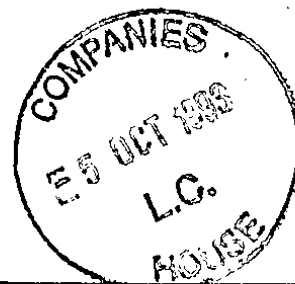
Address

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

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2422310

Name of company

Full name of company

DERBY CABLEVISION HOLDING COMPANY LIMITED

I/We EUGENE PATRICK CONNELL

of 9 RUSHMERE PLACE, MARRYAT ROAD, WIMBLEDON SW19 3RP

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 Hartfield Road
Wimbledon SW19 3RU

E.P. Connell

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

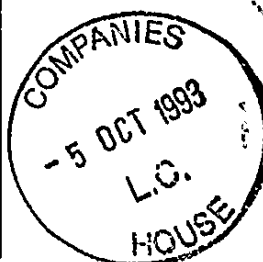
Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON
EC2M 2RJ

5B/M88798/MC/AOW

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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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2422310

Name of company

Full name of company

DERBY CABLEVISION HOLDING COMPANY LIMITED

I/We NICHOLAS PAUL MEARING-SMITH

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

and

of

† Delete as appropriate

~~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~~ [all the directors]† of the above company do solemnly and sincerely declare 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

London SW19 3RU

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

7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 8NJ

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

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON
EC2M 2RJ

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Please do not
write in this
margin

To the Registrar of Companies

For official use

Company number

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2422310

Name of company

Full name of
company

DERBY CABLEVISION HOLDING COMPANY LIMITED

I/We GREGORY JOSEPH McLEANof THAME COTTAGE, GRANGE ROAD, TILFORD, SURREY GU10 2DG

and _____

of _____

† Delete as
appropriate

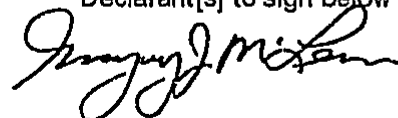
~~The sole director~~ [all the directors]† of the above company do solemnly and sincerely declare
that the persons by whom or on whose behalf assent has been given on the attached Form
No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of
the company, and
that 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 HOUSE1 HARTFIELD ROADWIMBLEDON SW19 3RU

Declarant[s] to sign below

the 4TH day of OCTOBERone thousand nine hundred and NINETY THREEbefore me 

SARAH E. CORNES
Solicitor
7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 3RJ

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

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

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON
EC2M 2RJ

5B/M88798/MC/AOW

For official use
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G

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

To the Registrar of Companies

For official use

Company number

2422310

Name of company

DERBY CABLEVISION HOLDING COMPANY LIMITED

I/We LAWRENCE BRUCE RABUFFOof 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

Wimbledon Bridge House
1 Hartfield Road
Wimbledon SW19 3RL

Declarant[s] to sign below

Lawrence Bruce Rabuffo

the 4th day of OCTOBERone thousand nine hundred and NINETY THREEbefore 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

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

SIMMONS & SIMMONS
14 DOMINION STREET
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EC2M 2RJ

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General Section

Post Room



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2422310

MEMORANDUM OF ASSOCIATION

of

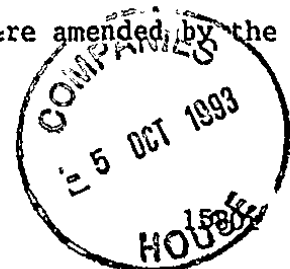
DERBY CABLEVISION HOLDING COMPANY

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

1. The Company's name is "DERBY CABLEVISION HOLDING COMPANY"*.
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 24th day of February 1993 changed from "PACIFIC TELESIS UK (6) LIMITED" to "DERBY CABLEVISION HOLDING COMPANY LIMITED" and on the 4th day of October 1993 to "DERBY CABLEVISION HOLDING COMPANY".

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



- (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 becoming 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 dependents; 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 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. | D.C. Zeffman
For and on behalf of
FC Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH | One |
| 2. | D.C Zeffman
For and on behalf of
CF Nominees Limited
28 Lincoln's Inn Field
London WC2A 3HH | One |

Total Shares taken: Two

DATED 4th September 1989

Witness to the above signatures:
Simon David Morgan
Solicitor
28 Lincoln's Inn Field
London WC2A 3HH

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2422310

ARTICLES OF ASSOCIATION*
of
DERBY CABLEVISION HOLDING COMPANY

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 £1,000 divided into 1,000 ordinary shares of £1 each.

ALTERATION OF SHARE CAPITAL

4. 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

5. 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 5. Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 5 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 24 of these Articles.

NOTICE OF GENERAL MEETINGS

6. 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

7. 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.

8. 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

9. 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

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

POWERS OF DIRECTORS

11. 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

12. 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.

13. 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

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 and the Company by ordinary resolution shall, subject to Article 10 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.

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

17. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

18. 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

19. 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.

20. 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

21. 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

22. 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.

23. 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

24. If any of the following events shall occur:

(a) Strikeamount Trading Limited (Company number 2851015) or NYNEX WSG 1 Company or NYNEX WSG North, L.P. ceases (after first becoming a Member) to be a Member; or

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(b) Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. while such company or, as appropriate, NYNEX WSG North, L.P., 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or of NYNEX WSG North, L.P. while any of them is a Member or over the whole or any part of the assets or undertakings of such company or of NYNEX WSG North, L.P. 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

25. 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. 2422310

The Registrar of Companies for England and Wales hereby certifies that
DERBY CABLEVISION HOLDING COMPANY

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

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. 2422310

DERBY CABLEVISION HOLDING COMPANY
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 unauthorised share capital of the Company be increased from £1,000 to £69,697,000 by the creation of 69,696,000 'A' ordinary shares of £1 each (having attached thereto the rights and obligations set out in the articles of association adopted at paragraph 4 below).
2. THAT:
 - (a) for the purpose 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 £69,696,000, 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;
 - (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.
3. THAT the 1,000 ordinary shares of £1 each in the Company registered in the name Strikeamount Trading Limited be and are hereby reclassified as 1,000 preference shares of £1 each in the Company (having attached thereto the rights and obligations set out in the articles of association adopted at paragraph 4 below).




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4. 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 this *6th* day of *June* 1993


.....
for and on behalf of
STRIKEAMOUNT TRADING
LIMITED

DERBY CABLEVISION HOLDING COMPANY 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 "DERBY CABLEVISION HOLDING COMPANY."
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.

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. Lewis
.....
for and on behalf of
STRIKEAMOUNT TRADING LIMITED



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2422310

ARTICLES OF ASSOCIATION*
of
DERBY CABLEVISION HOLDING COMPANY

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 second written resolution of the sole member dated 6th 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 £69,697,000 divided into 1,000 preference shares of £1 each (the "Preference Shares") and 69,696,000 'A' ordinary shares of £1 each (the "'A' Ordinary Shares").

SHARE RIGHTS

4. The rights attaching to the Preference Shares and the 'A' Ordinary Shares shall be as follows:

(A) Income

In respect of any financial year of the Company the profits of the Company for the time being available for distribution and resolved to be distributed (the "Distributable Profits") shall be distributed amongst the holders of the Preference Shares and the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the 'A' Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits. Each holder of shares shall be entitled to a pro rata proportion of Distributable Profits available to the class of shares of which it is a holder.

(B) Capital

On a return of assets on liquidation or otherwise (except upon the redemption or purchase by the Company of any shares) the assets of the Company (remaining after payment of its liabilities) shall be applied:

(i) first, in paying to the holders of the Preference Shares, an amount equal to the market value of the Company on the date of, but immediately prior to, the allotment of the 'A' Ordinary Shares ("the relevant date"). The market value of the Company at the relevant date shall be such value (the "Value") as in the opinion of the auditors of the Company from time to time (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of value the said auditors, or such other firm of accountants, shall act as experts and not as arbitrators and their decision shall be final and binding;

(ii) second, and subject to paragraph (i) above, in paying to the holders of the Preference Shares and the 'A' Ordinary Shares an amount equal to the income which would have been distributed to the holders of the Preference Shares and 'A' Ordinary Shares, respectively, on the date of the return of such assets, pursuant to

paragraph (A) above, if (a) the full amount available for distribution had been resolved to be distributed on the date of such return of assets and (b) the amount available for distribution included any unrealised increase in value of the assets of the Company; and

(iii) third, and subject to paragraphs (i) and (ii) above, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' Ordinary Shares.

(C) Voting

(i) The holders of the 'A' Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company.

(ii)(a) The holders of the Preference Shares shall have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not, save as set out in paragraph (b) below, have (in that capacity) any right to vote thereat (whether in person or by proxy).

(b) The holders of the Preference Shares shall be entitled to exercise fifty per cent. of all votes exercisable at a general meeting of the Company in respect of any resolution proposed for the purpose of deleting or amending Article 7(B).

CLASS RIGHTS

5. (A) 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.

(B) Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if:

(i) any change shall be made to the authorised or issued share or loan capital of the Company or any option, or other right to call for the allotment, issue, sale or transfer, shall be granted to any person over any share or loan capital of the Company;

- (ii) any alteration shall be made to the memorandum or articles of association of the Company, or to the rights attaching to any class of shares in the capital of the Company;
- (iii) any resolution shall be passed for the winding-up of the Company (unless it shall have become insolvent) other than a resolution pursuant to, and in accordance with, Article 26 of these Articles, or if any of the Members present, or cause to be presented, any petition for the winding-up of the Company;
- (iv) any new equity interest in the Company shall be created or conferred on any person (including any of the Members) including, but not limited to, any arrangements for sharing income or profits and any other interest whether in the form of shares, convertible securities, loan stock or capital convertible into shares;
- (v) any Director of the Company shall be appointed or (otherwise than pursuant to regulation 81 of Table A) removed;
- (vi) any dividend shall be declared to be satisfied, wholly or partly, otherwise than by cash;
- (vii) any resolution shall be passed pursuant to Regulation 110 of Table A; or
- (viii) any special resolution shall be passed releasing the Directors from their obligation to convene a general meeting of the Company for the purposes of Article 26 of these Articles.

ALTERATION OF SHARE CAPITAL

6. 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 AND REDEMPTION OF PREFERENCE SHARES

7. (A) 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 7(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 7(A) 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 26 of these Articles.

(B) The Company shall, at any time upon receipt of notice in writing from a holder of Preference Shares requesting the same, redeem, by a reduction of capital, each Preference Share to which the notice relates for an amount equal to the Value (referred to in Article 4(B)(i)) divided by the number of Preference Shares in issue on the relevant date (referred to as aforesaid). Such redemption shall, to the extent available, be effected by the Company from available distributable profits and the special resolution adopting this Article 7(B) shall constitute the special resolution authorising the reduction of share capital and, if and in so far as may be necessary, of share premium account required to give effect to any such redemption.

NOTICE OF GENERAL MEETINGS

8. 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

9. 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.

10. 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

11. 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

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

POWERS OF DIRECTORS

13. 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

14. 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.

15. 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

16. 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

17. The Directors and the Company by ordinary resolution shall, subject to Article 12 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.

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

19. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. 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

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 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.

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. Regulations 94 to 98 of Table A shall not apply.

ACCOUNTS

23. 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

24. 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.

25. 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

26. If any of the following events shall occur:

(a) Strikeamount Trading Limited (company number 2851015) or NYNEX WSG 1 Company or NYNEX WSG North, L.P. ceases (after first becoming a Member) to be a Member; or

(b) Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. while such company or, as appropriate, NYNEX WSG North, L.P. 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or of NYNEX WSG North, L.P. while any of them is a Member or over the whole or any part of the assets or undertakings of such company or of NYNEX WSG North, L.P. 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

27. 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.

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--

2422310

Name of company

DERBY CABLEVISION HOLDING COMPANY

Full name of company

gives notice in accordance with section 123 of the above Act
that by resolution of the company dated 6th October 1993

the nominal capital of the company has been increased by £ 69,696,000

beyond the registered capital of £ 1,000.

§ The copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

As set out in the attached copy resolution.

Please mark here if
continued on
second page



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

Signed

Maynard M. Lee

Designation: Director

Date _____

19/10/93

Presentor'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

22 OCT 1993

HOUSE

DERBY CABLEVISION HOLDING COMPANY
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:

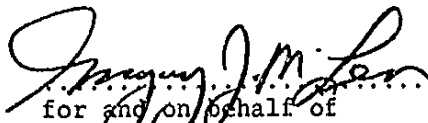
SPECIAL RESOLUTIONS

1. THAT the unauthorised share capital of the Company be increased from £1,000 to £69,697,000 by the creation of 69,696,000 'A' ordinary shares of £1 each (having attached thereto the rights and obligations set out in the articles of association adopted at paragraph 4 below).
2. THAT:
 - (a) for the purpose 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 £69,696,000, 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;
 - (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.
3. THAT the 1,000 ordinary shares of £1 each in the Company registered in the name Strikeamount Trading Limited be and are hereby reclassified as 1,000 preference shares of £1 each in the Company (having attached thereto the rights and obligations set out in the articles of association adopted at paragraph 4 below).

4. 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 this 6th day of *June* 1993


for and on behalf of
STRIKEAMOUNT TRADING
LIMITED

DERBY CABLEVISION HOLDING COMPANY

WRITTEN CONSENT OF THE HOLDERS OF
ALL THE 'A' ORDINARY SHARES IN THE COMPANY

Pursuant to and for the purposes of Article 5 of the Articles of Association of the Company we, the undersigned, being the holders of all of the 'A' ordinary shares of £1 each in the Company hereby consent to the amendment of the Articles of Association of the Company as follows:

1. THAT Article 4(A) of the Articles of Association of the Company be and is hereby deleted and substituted with the words following:

"In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

- (i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and
- (ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the



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'A' Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits.

Each holder shall be entitled to that proportion of the Distributable Profits available to the class of shares of which it is the holder as is equal to the proportion which the number of shares of that class as is held by that holder bears to the number of shares of that class in issue."

2. THAT Article 4(B)(1) be and is hereby deleted and substituted with the words following:

"first, in paying to the holders of the Preference Shares, pro rata to the number of shares held by them, an amount equal to £1000;"

3. THAT Article 5(B) be and is hereby deleted and substituted with the words following:

"Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if any deletion or amendment shall be made to this Article 5(B) or:

(i) any change shall be made to the issued share capital of the Company; or

(ii) any deletion or (save as hereinafter provided) amendment shall be made to this paragraph (ii), or to Articles 7 or 26 (or any part thereof); or

(iii) any resolution shall be proposed for a voluntary winding up of the Company other than pursuant to Article 26."

4. That Article 7(B) be and is hereby amended as follows:

(a) by the insertion of "(1)" before the words "The Company shall ..." in line one of Article 7(B);

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(b) by the deletion and substitution of the words "(referred to in Article 4(B)(i))" in line four in Article 7(B) with the words "(referred to in Article 7(B)(ii) below)"; and

(c) by the addition of the words following :

"(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, the adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding."

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 10th day of October 1994

Christopher W. Smith

Duly authorised, for and on behalf of
NYNEX NORTH CABLECOMMS MANAGEMENT, Inc.

Christopher W. Smith

Duly authorised, for and on
behalf of NORTH CABLECOMMS L.P.

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DERBY CABLEVISION HOLDING COMPANY

WRITTEN CONSENT OF THE HOLDER OF
ALL THE PREFERENCE SHARES IN THE COMPANY

Pursuant to and for the purposes of Article 5 of the Articles of Association of the Company we, the undersigned, being the holder of all the preference shares of £1 each in the Company hereby consent to the amendment of the Articles of Association of the Company as follows:

1. THAT Article 4(A) of the Articles of Association of the Company be and is hereby deleted and substituted with the words following:

"In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

- (i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and
- (ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the 'A' Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits.

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Each holder shall be entitled to that proportion of the Distributable Profits available to the class of shares of which it is the holder as is equal to the proportion which the number of shares of that class as is held by that holder bears to the number of shares of that class in issue."

2. THAT Article 4(B)(i) be and is hereby deleted and substituted with the words following;

"first, in paying to the holders of the Preference Shares, pro rata to the number of shares held by them, an amount equal to £1000;"

3. THAT Article 5(B) be and is hereby deleted and substituted with the words following:

"Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if any deletion or amendment shall be made to this Article 5(B) or:

- (i) any change shall be made to the issued share capital of the Company; or
- (ii) any deletion or (save as hereinafter provided) amendment shall be made to this paragraph (ii), or to Articles 7 or 26 (or any part thereof); or
- .iii) any resolution shall be proposed for a voluntary winding up of the Company other than pursuant to Article 26."

4. That Article 7(B) be and is hereby amended as follows:


- (a) by the insertion of "(i)" before the words "The Company shall ..." in line one of Article 7(B);
- (b) by the deletion and substitution of the words "(referred to in Article 4(B)(i))" in line four in Article 7(B) with the words "(referred to in Article 7(B)(ii) below)"; and

(c) by the addition of the words following :

"(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, the adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding."

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 10th day of October 1994


.....
Duly authorised, for and on behalf of
Strikeamount Trading Limited

Company Number 2422310

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DERBY CABLEVISION HOLDING COMPANY

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 Article 4(A) of the Articles of Association of the Company be and is hereby deleted and substituted with the words following:

"In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

- (i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and
- (ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per

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cent. of the Distributable Profits and the holders of the
'A' Ordinary Shares shall together be entitled to 85 per
cent. of the Distributable Profits.

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Each holder shall be entitled to that proportion of the
Distributable Profits available to the class of shares of which it is the
holder as is equal to the proportion which the number of shares of that
class as is held by that holder bears to the number of shares of that
class in issue."

2. THAT Article 4(B)(i) be and is hereby deleted and substituted with
the words following:

"first, in paying to the holders of the Preference Shares, pro
rata to the number of shares held by them, an amount equal to
£1000;"

3. THAT Article 5(B) be and is hereby deleted and substituted with
the words following:

"Without prejudice to the generality of paragraph (A) above the
rights attached to the Preference Shares shall be deemed to be varied if
any deletion or amendment shall be made to this Article 5(B) or:

- (i) any change shall be made to the issued share capital of the
Company; or
- (ii) any deletion or (save as hereinafter provided) amendment
shall be made to this paragraph (ii), or to Articles 7 or
26 (or any part thereof); or
- (iii) any resolution shall be proposed for a voluntary winding up
of the Company other than pursuant to Article 26."

4. That Article 7(B) be and is hereby amended as follows:

- (a) by the insertion of "(i)" before the words "The Company
shall ..." in line one of Article 7(B);

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(b) by the deletion and substitution of the words "(referred to in Article 4(B)(1))" in line four in Article 7(B) with the words "(referred to in Article 7(B)(ii) below)"; and

(c) by the addition of the words following :

"(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, the adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding."

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 10th day of October 1994

Christopher M. Burt

Duly authorised,
for and on behalf of
NYNEX NORTH CABLECOMMS MANAGEMENT, INC.

Christopher M. Burt

Duly authorised,
for and on behalf of
NORTH CABLECOMMS L.P.

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FROM SIMMONS & SIMMONS (F) G

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2422310

ARTICLES OF ASSOCIATION*
of
DERBY CABLEVISION HOLDING COMPANY

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

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.

* These Articles of Association were adopted as new Articles of Association by a second written resolution of the sole member dated 6th October 1993 and amended by a written resolution of the members dated 10th October 1993.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £124,615,685 divided into 300 preference shares of £1 each (the "Preference Shares") and 124,615,385 'A' ordinary shares of £1 each (the "'A' Ordinary Shares"). *

SHARE RIGHTS

4. The rights attaching to the Preference Shares and the 'A' Ordinary Shares shall be as follows:

(A) Income

In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

(i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and

(ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the 'A' Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits.

Each holder shall be entitled to that proportion of the Distributable Profits available to the class of shares of which it is the holder as is equal to the proportion which the number of shares of that class as is held by that holder bears to the number of shares of that class in issue. **

(B) Capital

On a return of assets on liquidation or otherwise (except upon the redemption or purchase by the Company of any shares) the assets of the Company (remaining after payment of its liabilities) shall be applied;

(i) first, in paying to the holders of the Preference Shares, pro rata to the number of shares held by them, an amount equal to £300; **

* The authorised share capital of the Company was altered by a written resolution of the members dated 16th December 1993.

** These articles 4(A) and 4(B)(i) were substituted by a written resolution of the members dated 10th October 1994.

(ii) second, and subject to paragraph (i) above, in paying to the holders of the Preference Shares and the 'A' Ordinary Shares an amount equal to the income which would have been distributed to the holders of the Preference Shares and 'A' Ordinary Shares, respectively, on the date of the return of such assets, pursuant to paragraph (A) above, if (a) the full amount available for distribution had been resolved to be distributed on the date of such return of assets and (b) the amount available for distribution included any unrealised increase in value of the assets of the Company; and

(iii) third, and subject to paragraphs (i) and (ii) above, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' Ordinary Shares.

(C) Voting

(i) The holders of the 'A' Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company.

(ii) (a) The holders of the Preference Shares shall have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not, save as set out in paragraph (b) below, have (in that capacity) any right to vote thereat (whether in person or by proxy).

(b) The holders of the Preference Shares shall be entitled to exercise fifty per cent. of all votes exercisable at a general meeting of the Company in respect of any resolution proposed for the purpose of deleting or amending Article 7(B).

CLASS RIGHTS

5. (A) . 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.

(B) Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if any deletion or amendment shall be made to this Article 5(B) or:

(i) any change shall be made to the issued share capital of the Company; or

(ii) any deletion or (save as hereinafter provided) amendment shall be made to this paragraph (ii), or to Articles 7 or 26 (or any part thereof); or

(iii) any resolution shall be proposed for a voluntary winding up of the Company other than pursuant to Article 26. *

ALTERATION OF SHARE CAPITAL

6. 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 AND REDEMPTION OF PREFERENCE SHARES

7. (A) 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 7(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 7(A) 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 26 of these Articles.

* This Article 5(B) was substituted by a written resolution of the members dated 10th October 1994.

(B) (i) The Company shall, at any time upon receipt of notice in writing from a holder of Preference Shares requesting the same, redeem, by a reduction of capital, each Preference Share to which the notice relates for an amount equal to the Value (referred to in Article 7(B)(ii) below) divided by the number of Preference Shares in issue on the relevant date (referred to as aforesaid). Such redemption shall, to the extent available, be effected by the Company from available distributable profits and the special resolution adopting this Article 7(B) shall constitute the special resolution authorising the reduction of share capital and, if and in so far as may be necessary, of share premium account required to give effect to any such redemption.

(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, the adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding. *

NOTICE OF GENERAL MEETINGS

8. 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

9. 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.

10. 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.

* This Article 7(B) was amended by a written resolution of the members dated 10th October 1994.

VOTES OF MEMBERS

11. 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

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

POWERS OF DIRECTORS

13. 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

14. 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.

15. 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

16. 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

17. The Directors and the Company by ordinary resolution shall, subject to Article 12 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.

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

19. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. 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

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 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.

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. Regulations 94 to 98 of Table A shall not apply.

ACCOUNTS

23. 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

24. 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.

25. 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

26. If any of the following events shall occur:

(a) Streetunique Projects Limited (Company number 2851203) or NYNEX WSG 1 Company or NYNEX WSG North, L.P. ceases (after first becoming a Member) to be a Member; or

(b) Streetunique Projects Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. 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 Streetunique Projects Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. while such company or, as appropriate, NYNEX WSG North, L.P., 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 Streetunique Projects Limited or NYNEX WSG 1 Company or of NYNEX WSG North, L.P. while any of them is a Member or over the whole or any part of the assets or undertakings of such company or of NYNEX WSG North, L.P. 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

27. 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.

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2422310

ARTICLES OF ASSOCIATION*
of
DERBY CABLEVISION HOLDING COMPANY

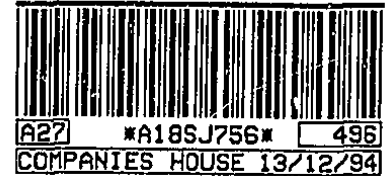


TABLE A

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

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.

* These Articles of Association were adopted as new Articles of Association by a second written resolution of the sole member dated 6th October 1993 and amended by a written resolution of the members dated 10th October 1994.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £69,697,000 divided into 1,000 preference shares of £1 each (the "Preference Shares") and 69,696,000 'A' ordinary shares of £1 each (the "'A' Ordinary Shares").

SHARE RIGHTS

4. The rights attaching to the Preference Shares and the 'A' Ordinary Shares shall be as follows:

(A) Income

In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

(i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and

(ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the 'A' Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the 'A' Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits.

Each holder shall be entitled to that proportion of the Distributable Profits available to the class of shares of which it is the holder as is equal to the proportion which the number of shares of that class as is held by that holder bears to the number of shares of that class in issue. *

(B) Capital

On a return of assets on liquidation or otherwise (except upon the redemption or purchase by the Company of any shares) the assets of the Company (remaining after payment of its liabilities) shall be applied:

(i) first, in paying to the holders of the Preference Shares, pro rata to the number of shares held by them, an amount equal to £1,000; *

* These articles 4(A) and 4(B)(i) were substituted by a written resolution of the members dated 10th October 1994.

(ii) second, and subject to paragraph (i) above, in paying to the holders of the Preference Shares and the 'A' Ordinary Shares an amount equal to the income which would have been distributed to the holders of the Preference Shares and 'A' Ordinary Shares, respectively, on the date of the return of such assets, pursuant to paragraph (A) above, if (a) the full amount available for distribution had been resolved to be distributed on the date of such return of assets and (b) the amount available for distribution included any unrealised increase in value of the assets of the Company; and

(iii) third, and subject to paragraphs (i) and (ii) above, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' Ordinary Shares.

(C) Voting

(i) The holders of the 'A' Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company.

(ii) (a) The holders of the Preference Shares shall have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not, save as set out in paragraph (b) below, have (in that capacity) any right to vote thereat (whether in person or by proxy).

(b) The holders of the Preference Shares shall be entitled to exercise fifty per cent. of all votes exercisable at a general meeting of the Company in respect of any resolution proposed for the purpose of deleting or amending Article 7(B).

CLASS RIGHTS

5. (A) 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.

(B) Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if any deletion or amendment shall be made to this Article 5(B) or:

(i) any change shall be made to the issued share capital of the Company; or

(ii) any deletion or (save as hereinafter provided) amendment shall be made to this paragraph (ii), or to Articles 7 or 26 (or any part thereof); or

(iii) any resolution shall be proposed for a voluntary winding up of the Company other than pursuant to Article 26. *

ALTERATION OF SHARE CAPITAL

6. 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 AND REDEMPTION OF PREFERENCE SHARES

7. (A) 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 7(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 7(A) 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 26 of these Articles.

* This Article 5(B) was substituted by a written resolution of the members dated 10th October 1994.

(B) (i) The Company shall, at any time upon receipt of notice in writing from a holder of Preference Shares requesting the same, redeem, by a reduction of capital, each Preference Share to which the notice relates for an amount equal to the Value (referred to in Article 7(B)(ii) below) divided by the number of Preference Shares in issue on the relevant date (referred to as aforesaid). Such redemption shall, to the extent available, be effected by the Company from available distributable profits and the special resolution adopting this Article 7(B) shall constitute the special resolution authorising the reduction of share capital and, if and in so far as may be necessary, of share premium account required to give effect to any such redemption.

(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, the adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the 'A' Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the issued 'A' Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser. In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding. *

NOTICE OF GENERAL MEETINGS

8. 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

9. 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.

10. 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.

* This Article 7(B) was amended by a written resolution of the members dated 10th October 1994.

VOTES OF MEMBERS

11. 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

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

POWERS OF DIRECTORS

13. 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

14. 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.

15. 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

16. 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

17. The Directors and the Company by ordinary resolution shall, subject to Article 12 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.

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

19. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. 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

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 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.

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. Regulations 94 to 98 of Table A shall not apply.

ACCOUNTS

23. 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

24. 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.

25. 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

26. If any of the following events shall occur:

(a) Strikeamount Trading Limited (Company number 2851015) or NYNEX WSG 1 Company or NYNEX WSG North, L.P. ceases (after first becoming a Member) to be a Member; or

(b) Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or NYNEX WSG North, L.P. while such company or, as appropriate, NYNEX WSG North, L.P., 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 Strikeamount Trading Limited or NYNEX WSG 1 Company or of NYNEX WSG North, L.P. while any of them is a Member or over the whole or any part of the assets or undertakings of such company or of NYNEX WSG North, L.P. 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

27. 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.

DERBY CABLEVISION HOLDING COMPANY

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:

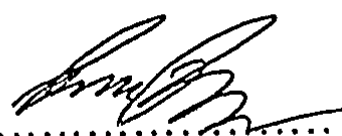
SPECIAL RESOLUTIONS

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
NYNEX North CableComms
Management, Inc. as Managing
General Partner of North
CableComms L.P.



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2422310

MEMORANDUM OF ASSOCIATION

of

DERBY CABLEVISION HOLDING COMPANY

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

1. The Company's name is "DERBY CABLEVISION HOLDING COMPANY"*.
 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.
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* The name of the Company was on the 24th day of February 1993 changed from "PACIFIC TELESIS UK (6) LIMITED" to "DERBY CABLEVISION HOLDING COMPANY LIMITED" and on the 4th day of October 1993 to "DERBY CABLEVISION HOLDING COMPANY".

** 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
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1. D.C. Zeffman for and on behalf of FC Nominees Limited 28 Lincoln's Inn Fields London WC2A 3HH	One
2. D.C. Zeffman For and on behalf of CF Nominees Limited 28 Lincoln's Inn Fields London WC2A 3HH	One

Total Shares taken: Two

DATED 29th August 1989

Witness to the above signatures:

Simon David Morgan
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2422310

ARTICLES OF ASSOCIATION*

of DERBY CABLEVISION HOLDING COMPANY

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;

"Capital Contribution" means a payment of cash to the Company by way of (a) gift and (b) contribution to the non-distributable capital reserves of the Company (which payment shall not, without limitation, be or include share or loan capital);

"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;

"Licence-holder" means NYNEX CableComms Derby a company registered in England under number 2387713;

"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, the Licence-holder 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 £69,697,000 divided into 1,000 preference shares of £1 each (the "Preference Shares") and 69,696,000 'A' ordinary shares of £1 each (the "Ordinary Shares"). Regulation 17 of Table A shall not apply.

SHARE RIGHTS

4. The rights attaching to the Preference Shares and the Ordinary Shares shall be as follows:

(A) Income

In respect of any financial year of the Company the profits of the Company for the time being available for distribution (excluding, for the avoidance of doubt, any sum or sums paid to the Company by way of Capital Contribution which sum or sums shall not be available in that form for distribution under this Article 4(A)) and resolved to be distributed (the "Distributable Profits") shall be distributed:

- (i) in priority to any distribution of Distributable Profits to the holders of any other class of shares, to the holders of the Preference Shares as a fixed preferential dividend (the "preferential dividend") at the rate of £245,677 per annum (exclusive of any associated tax credit available to shareholders) such preferential dividend to accrue due on a daily basis until 11th October 2014; and
- (ii) after payment of all preferential dividends accrued due, amongst the holders of the Preference Shares and the holders of the Ordinary Shares on the basis that the holders of the Preference Shares shall together be entitled to 15 per cent. of the Distributable Profits and the holders of the Ordinary Shares shall together be entitled to 85 per cent. of the Distributable Profits.

Each holder shall be entitled to that proportion of the Distributable Profits available to the class of shares of which it is the holder as is equal to the proportion which the number of shares of that class as is held by that holder bears to the number of shares of that class in issue. Regulation 104 of Table A shall not apply.

(B) Capital

On a return of assets on liquidation or otherwise (except pursuant to Article 6(v) or Article 7(B) or upon the purchase by the Company of any shares) the assets of the Company (remaining after payment of its liabilities) shall be applied:

- (i) first, in paying to the holders of the Preference Shares, pro rata to the number of shares held by them, an amount equal to £1000;
- (ii) second, and subject to paragraph (i) above, in paying to the holders of the Preference Shares and the Ordinary Shares an amount equal to the income which would have been distributed to the holders of the Preference Shares and the Ordinary Shares, respectively, on the date of the return of such assets, pursuant to paragraph (A) above, if (a) the full amount available for distribution had been resolved to be distributed on the date of such return of assets and (b) the

amount available for distribution included any unrealised increase (net of any unrealised decrease) in value of the assets of the Company. In respect of the amount referred to in this paragraph (ii) each holder shall be entitled to that proportion of the said amount as is equal to the proportion which the number of shares of that class of which it is the holder bears to the number of shares of that class in issue; and

- (iii) third, and subject to paragraphs (i) and (ii) above, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares pro rata to the numbers of such shares held by them.

(C) Voting

- (i) The holders of the Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company.
- (ii)
 - (a) The holders of the Preference Shares shall have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not, save as set out in paragraphs (b) and (c) below, have (in that capacity) any right to vote thereat (whether in person or by proxy).
 - (b) The holders of the Preference Shares shall be entitled to receive notice of, attend and speak at, and exercise fifty per cent. of all votes (whether in person or by proxy) exercisable at, a general meeting of the Company in respect of any resolution proposed for the purpose of deleting or amending this paragraph (ii)(b) or Article 7(B).
 - (c) The holders of the Preference Shares shall be entitled to convene a general meeting of the Company, to receive notice thereof, attend and speak thereat, and to exercise seventy five per cent. of all votes (whether in person or by proxy) exercisable thereat, for the purpose of considering any special resolution which may be required for the purposes of giving effect to Article 7(B) if, for any reason, the special resolution referred to therein as required to authorise the necessary reduction of share capital and, if necessary, share premium account, shall not be, or have been, effectively passed.

(D) Calls on Shares

- (i) Regulations 8 - 11 of Table A shall not apply to the Ordinary Shares.
- (ii) If a call remains unpaid after it has become due and payable and the Directors resolve to forfeit shares in relation to which the call remains unpaid the Directors may only forfeit

all (and not some only) of the affected shares. Regulations 18 and 19 of Table A shall be amended accordingly.

- (iii) Regulations 17, 18, 20 and 22 of Table A and the words "or for any consideration received on their disposal" at the end of Regulation 21 of Table A shall not apply.
- (iv) Any call in respect of any shares, or class of shares, in the capital of the Company shall be made on all holders of nil-paid or part-paid shares, or shares of such class, as the case may be, pro-rata to the aggregate amounts remaining unpaid on such holders' shares or shares of such class and, in the case of nil-paid shares in issue at the date of adoption of these Articles, this Article shall override any terms of allotment and any arrangement made by the Directors on the issue of such shares for a difference between the holders and the amounts and times of payment of calls on their shares.
- (v) Any amount being a multiple of one pound sterling paid to the Company by a Member in accordance with the Shareholders' Agreement by way of payment up of the nominal amount of £1 per nil-paid Ordinary Share shall, subject to the terms of the Shareholders' Agreement, be treated as paying up in full the appropriate number of nil-paid Ordinary Shares, but any amount paid otherwise to the Company by or on behalf of a Member shall only be treated as paid up on any nil-paid or part-paid shares if and to the extent the Directors have made a call therefor.
- (vi) Regulations 12 to 16 inclusive, 18, 19 and 21 of Table A shall be modified accordingly.

CLASS RIGHTS

5. (A) General Variation or Abrogation

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.

(B) Specific Variation or Abrogation

Without prejudice to the generality of paragraph (A) above the rights attached to the Preference Shares shall be deemed to be varied if any deletion or amendment shall be made to this Article 5(B) or:

- (i) any change shall be made to the issued share capital of the Company; or
- (ii) any deletion or (save as hereinafter provided) amendment shall be made to this paragraph (ii), or to Articles 7 or 29 (or any part thereof); or
- (iii) any resolution shall be proposed for a voluntary winding up of the Company other than pursuant to Article 29.

ALTERATION OF SHARE CAPITAL

6. 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 AND REDUCTION OF PREFERENCE SHARES

7. (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 7(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 7(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 29. 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 7(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) Reduction of Preference Shares

(i) The Company shall promptly, and in any event within three business days, after receipt of notice in writing from a holder of Preference Shares requesting the same, reduce its share capital in respect of and cancel each Preference Share to which the notice relates for an amount (the "Payment Amount") per Preference Share as is equal to the Value (referred to in paragraph (ii) below) divided by the number of Preference Shares in issue on the relevant date (also referred to in paragraph (ii) below). The Payment Amount shall firstly be discharged by the Company out of the share capital of the Company to the extent of the nominal amount of the Preference Shares to which the said notice relates. The Payment Amount shall secondly be discharged, to the extent necessary and available, by the Company out of available distributable profits of the Company (which shall, for these purposes only, include any sum or sums paid to the Company by way of Capital Contribution). The Payment Amount shall thirdly be discharged by the Company, to the extent necessary and available, by a reduction of the Company's share premium account. The special resolution adopting this Article 7(B) shall constitute the special resolution authorising the reduction of share capital and, to the extent necessary and available, of share premium account required to give effect to the discharge of the Payment Amount.

(ii) "Value" means the market value of the Company as at the date of, but immediately prior to, adoption of the articles of association of the Company adopted by the Company on 6th October 1993 ("the relevant date"). The market value of the Company at the relevant date shall be such value as in the opinion of the auditors from time to time of the Company (or such other firm of accountants as the holders of the Ordinary Shares shall determine by special resolution passed at a separate meeting of such holders or with the consent in writing of the holders of three-quarters in nominal value of the Ordinary Shares) represents the market value of the Company as between a willing vendor and a willing purchaser.

In providing their opinion of the Value the said auditors, or such other firm of accountants as aforesaid, shall act as experts and not as arbitrators and their decision shall (in the absence of manifest error) be final and binding.

(C) 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

8. 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

9. 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

10. 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.

11. 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

12. 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

13. 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

14. 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

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 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.

17. (A) The holder or holders of not less than half the nominal value of the 'A' 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 'A' Ordinary Shares may, by notice in writing to the Company, remove any Director.

(C) Notices under this Article 17 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.

18. The Directors shall not be required to hold any share qualification nor shall they be subject to retirement by rotation.

19. Regulations 73 to 80 (inclusive) and Regulation 81(e) of Table A shall not apply.

20. 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

21. A Director shall (unless first approved by or on behalf of the holder of a majority in number of the 'A' 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 UK Sub shall not be an interest of that Director relevant to this Article or Regulation 85 of Table A.

Regulations 94 to 98 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

22. 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.

23. 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

24. (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 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.

DIVIDENDS

25. The Directors shall not pay interim dividends and Regulation 103 of Table A shall accordingly not apply.

ACCOUNTS

26. 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

27. 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.

28. 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

29. If any of the following events shall occur:

(a) UK Sub or New DelSub or the Joint Venture ceases (after first becoming a Member) to be a Member; or

(b) UK Sub or New DelSub or the Joint Venture 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 UK Sub or New DelSub or the Joint Venture while such company or, as appropriate, the Joint Venture, 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 UK Sub or New DelSub or of the Joint Venture while any of them is a Member or over the whole or any part of the assets or undertakings of such company or of the Joint Venture while any 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

30. 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.