



COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

1 1 1 1

2427172

Name of company

* PACIFIC TELESIS UK (8) 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, secretary or other officer of the company in the statement delivered to the registrar
under section 10(2)]~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 9 Lincoln's Inn
Fields, London WC2A

Declarant to sign below

the 18th day of September
One thousand nine hundred and eighty-nine
before me AMANDA O. DICKENS

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

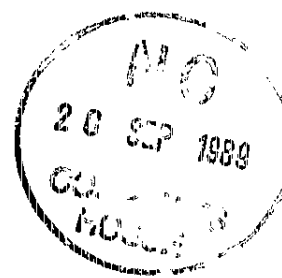
SD Morgan
Amanda O. Dickens

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
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

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

To the Registrar of Companies

For official use

*Insert full name
of company

Name of company

* PACIFIC TELESIS UK (8) 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)

☐

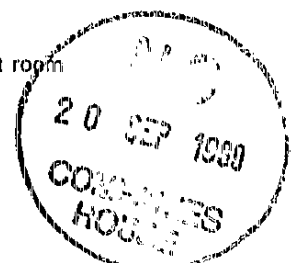
Presentor's name, address and
reference (if any):

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) <u>FC DIRECTORS LIMITED</u>		Business occupation <u>Company</u>
Previous name(s) (note 3)		Nationality <u>British</u>
Address (note 4) <u>28 LINCOLN'S INN FIELDS</u> <u>LONDON</u>		Date of birth (where applicable) (note 6)
	Postcode <u>WC2A 3HH</u>	
Other directorships†		
I consent to act as director of the company named on page 1		
Signature <u>D.C. Ziff</u>		Date <u>13/9/89</u>

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

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write in
this margin

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legibly, preferably
in black type, or
bold block lettering

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

Name (notes 3 & 7)		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 <i>D.C. Zeff</i>		Date 13/9/89	

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

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

Signed <i>D.C. Zeff</i>	Date 13/9/89
Signed For and on behalf of FC Nominees Limited	
Signed <i>D.C. Zeff</i>	Date 13/9/89
Signed For and on behalf of FC Nominees Limited	
Signed	Date
Signed	Date

2427172

No.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

PACIFIC TELESIS UK (8) LIMITED

1. The Company's name is PACIFIC TELESIS UK (8) 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,

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.

- r.
- 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. Jeff*.....
For and on behalf of
FC Nominees Limited

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

One (1)

.....*D.C. Jeff*.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated *13th September* 1989

Witness to the above signatures:-

S. J. Mearns
.....

Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PACIFIC TELESIS UK (8) 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

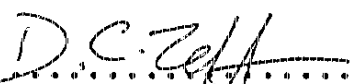
23. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

Names and Addresses of
Subscribers

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

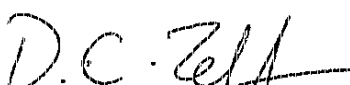
FC Nominees Limited
25 Lincoln's Inn Field
London WC2A 3HH

One (1)


.....
For and on behalf of
FC Nominees Limited

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

One (1)

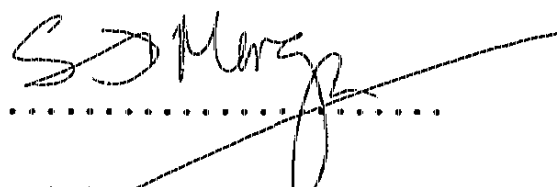

.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated 18th September, 1989

Witness to the above signatures:-


.....
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

FILE COPY



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

No. 2427172

I hereby certify that

PACIFIC TELESIS UK (8) 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 28 SEPTEMBER 1989

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer



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

For official use

Company number

2427172

Name of company

*Insert full name
of company

* PACIFIC TELESIS UK (8) LIMITED

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. Zeff

Designation†
For and on behalf of FC Secretaries Limited

Date 13/9/89

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



PACIFIC TELESIS UK (8) LIMITED

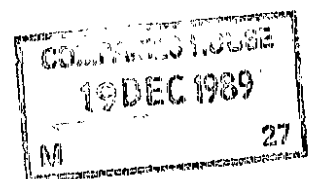
We confirm that the following resolution was passed by all the shareholders of the Company as a written resolution of the shareholders of the Company on 15th December 1989:-

"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 15th December 1989

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



Company No. 2427172

PACIFIC TELESIS UK(8) 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 :-

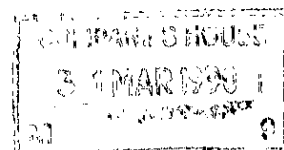
"That the Articles of Association of the Company be amended by the addition of the following Article after Article 23 : -

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. Zeffman
.....
For and on behalf of
FC Secretaries Limited
Secretary

Dated :



AEF209

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PACIFIC TELESIS UK (8) 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, 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".

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 13th September 1989

Witness to the above signatures:-

S.D. Morgan
.....

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

Names and Addresses of
Subscribers

Number
shares
taken by
Subscriber

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

One (1)

.....
For and on behalf of
FC Nominees Limited

One (1)

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

.....
For and on behalf of
CF Nominees Limited

Total Shares taken

Two (2)

Dated 13th September, 1989

Witness to the above signatures:-

.....
Solicitor
28 Lincoln's Inn Fields
London WC2A 3HH

PACIFIC TELEBIS UK (8) 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

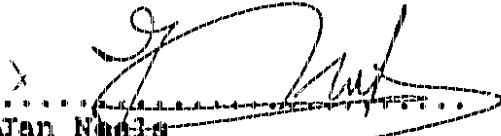
We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company ~~HEREBY RESOLVE~~ as follows:-

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.


.....
for and on behalf of
Pacific Telasis International

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


.....
Jan Neels

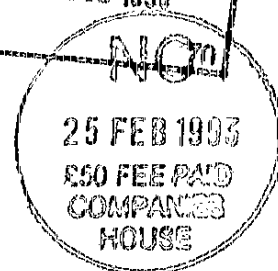
Dated: 10/1/..... 1990

FOR COPY OF
Free Chalauley.
FREE
28 LEV
ACQUITT
dd October 1990

Company No: 2427172



WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS OF
PACIFIC TELSIS UK (8) 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 "Broadland 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.

[Signature]
.....
for and on behalf of
PacTel Cable

Dated:- *Feb 11* 1993

[Signature]
.....
Tony Distafano

Dated:- *Feb 11* 1993

WE CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

[Signature]
FRERE CHOLMELEY
4 JOHN CARPENTER STREET,
LONDON EC4Y 0NH

22nd February 1993

U:TS.PMS:T:RES

7

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2427172

I hereby certify that

PACIFIC TELESIS UK (8) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**BROADLAND CABLEVISION HOLDING COMPANY
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 3 MARCH 1993

P. Bevan
P. BEVAN

an authorised officer

ARTHUR ANDERSEN

ARTHUR ANDERSEN & CO SC

02427172

19 July 1994

The Company Secretary
Norwich Cablevision Holdings Limited
Fenland Cablevision Holding Company Limited and
Broadland Cablevision Holding Company Limited
(the "Holding Companies") and
Peterborough Cablevision Limited
Norwich Cablevision Limited
Fenland Cablevision Limited and
Broadland Cablevision Limited
(together with the Holding Companies, the "Companies")
each of 200 Aldersgate Street
London EC1A 4JJ

1 Surrey Street
London WC2R 2PS
071 438 3000 Telephone
071 831 1133 Facsimile

Our ref mcm/1el/1.E03

Your ref

Direct line

Dear Sirs

We resign as auditors of each of the Companies with effect from completion, on or before 30 September 1994, of the acquisition of each of the Holding Companies by Bell Cablemedia plc and confirm that for the purposes of section 394(1) of the Companies Act 1985 there are no circumstances connected with any resignations which we consider should be brought to the attention of any of the members or creditors of any of the Companies.

Yours faithfully,

Arthur Andersen



Offices in: London Birmingham Bristol
Cambridge Edinburgh Glasgow Leeds
Manchester Nottingham Reading St Helier
q:\cable\LE03MCM.DOC

Authorised by the Institute of Chartered
Accountants in England and Wales to carry on
investment business

KLD

A list of partners is available at 1 Surrey Street
London WC2R 2PS (principal place of business)

COMPANIES FORM No. 325

G

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: This notice is not required where the register is and has always been kept at the Registered Office

325

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--

2427172

Name of company

Broadland Cablevision Holding Company Limited

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

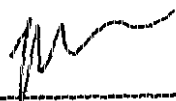
Encom House, 5 Limeharbour

London..E14 9TY

Postcode

† Insert Director,
Secretary
Etc

Signed



Designation †

COMPANY
SECRETARY

Date 08 NOV 1994

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

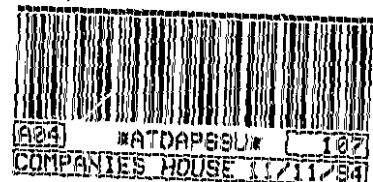
Mrs G James, Company Registrar
Encom Cable TV & Telecommunications Ltd
Encom House, 5 Limeharbour
London
E14 9TY

BLUEPRINT®

CH APP

For official Use
General Section

Post room



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2427172

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

having by special resolution changed its name, is now incorporated
under the name of
BELL CABLEMEDIA HOLDINGS (BROADLAND) LIMITED

Given at Companies House, Cardiff, the 1st February 1995

[Handwritten signature]



C024271721

For the Registrar of Companies



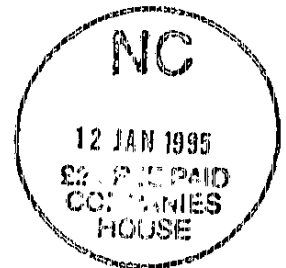
C O M P A N I E S H O U S E

HC006B

COMPANY NUMBER: 2427172

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

-of-

BROADLAND CABLEVISION HOLDING COMPANY LIMITED

PASSED ON WEDNESDAY 14TH DECEMBER 1994

At an Extraordinary General Meeting of the Members of Broadland Cablevision Holding Company Limited ("the Company"), duly convened and held on 14th December 1994, the following resolution was passed as a Special Resolution of the Company in accordance with the Company's Articles of Association:

SPECIAL RESOLUTION

That with effect from 1st February 1995 the name of the Company be changed to
Bell Cablemedia Holdings (Broadland) Limited

~~Chairman~~ Director

