

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2455631

The Registrar of Companies for England and Wales hereby certifies that

NTL MANCHESTER HOLDING CABLEVISION COMPANY

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

NTL MANCHESTER CABLEVISION HOLDING COMPANY

Given at Companies House, Cardiff, the 15th August 2000



C02455631E

A handwritten signature in black ink, likely of the Registrar of Companies.

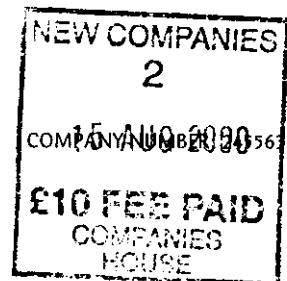
For The Registrar Of Companies



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

049259.

1100 S/DAY.



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

RESOLUTION IN WRITING

- of -

ntl MANCHESTER HOLDING CABLEVISION COMPANY

PASSED ON THE NINTH DAY OF AUGUST 2000

In accordance with Regulation 53 of Table A in The Companies (Table A to F) Regulations 1985 as incorporated into the Articles of Association of the Company, we, being all the members of ntl Manchester Holding Cablevision Company (the "Company") who would at the date of these resolutions have been entitled to vote on them if they had been proposed at a general meeting at which we were present, pass the following resolutions in writing:

IT IS HEREBY RESOLVED THAT the name of the Company be changed to
"ntl MANCHESTER CABLEVISION HOLDING COMPANY"



for and on behalf of
ntl CABLECOMMS HOLDINGS NO 1 LIMITED



for and on behalf of
ntl NORTH CABLECOMMS MANAGEMENT, INC

