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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2459067

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

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

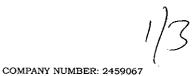
Given at Companies House, Cardiff, the 1st March 1999



C024590670







THE COMPANIES ACT 1985

19 FEB 1999

210 FEE PTO

A PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

SPECIAL RESOLUTION

- of -

NYNEX CABLECOMMS MACCLESFIELD

PASSED ON THE TENTH DAY OF FEBRUARY 1999

At an Extraordinary General Meeting of NYNEX Cablecomms Macclesfield (the "Company") duly convened and held on 10 February 1999 the following resolution was passed as a Special Resolution of the Company:

RESOLUTION

THAT the name of the Company be changed to "Cable & Wireless Communications CableComms Macclesfield"

Chairman

Voler Qu.

A15 *AQJMEDZV* 154 COMPANIES HOUSE 19/02/99

