

Company Number: 2460325

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MIDDLESEX CABLE LIMITED

We, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following special resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been duly passed at a general meeting of the Company duly convened and held.


SPECIAL RESOLUTION

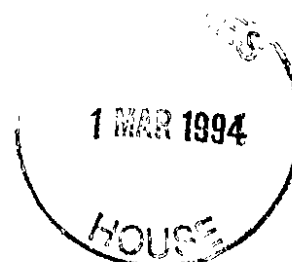
THAT the Articles of Association of the Company be and are hereby amended by the deletion of Article 9 and the substitution therefor of the following:-

"9. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share either which is only partly paid or if fully paid in respect of which the transfer is to a person which the Company is prohibited from having as a Member of the Company by reason of any statutes, regulations, rules, edicts, undertakings or assurances, from time to time in force and applicable to the Company (but may not otherwise refuse to register a transfer of any share) and for the purposes of these Articles "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares and the first sentence of Regulation 24 is modified accordingly.

Notwithstanding the foregoing the Directors shall not decline to register any transfer of shares nor may they suspend registration where the transferee is a Bank or institution to whom such shares have been charged or any nominee of such a Bank or institution or any purchaser from any such person and the certificate of any official of such Bank or institution that the shares are so charged and that the transferee is such a person shall be conclusive evidence of such facts. On presentation of any such transfer the directors shall forthwith register the same."

DATED this 18th day of February 1994.


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for and on behalf of
The Cable Corporation Limited



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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MIDDLESEX CABLE LIMITED¹

(as amended by special resolution passed on 18th February 1994)

PRELIMINARY

1. (A) The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (amendment) Regulations 1985, other than Regulations 40 and 41, 73 to 76 inclusive, 78 to 80 inclusive 94 and 95 shall, subject to the modifications hereinafter expressed, apply to the Company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the Company.

(B) In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal.

(C) Words and expressions which are defined in Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A.

PRIVATE COMPANY

2. The Company is a private company and accordingly the provisions of Section 81 of the Act shall apply to the Company.

SHARE CAPITAL

3. (A) The authorised share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

1 MAR 1994

¹ By written resolution the name of the Company was changed from "Hylaby (467) Limited" to "Middlesex Cable Limited" on 6th February 1994

(B) For the purposes of Section 80 of the Act and subject to the provisions of Article 4, the Directors are hereby unconditionally authorised at any time or times during the period of 5 years from the date of incorporation:-

- (1) to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
- (2) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority,

provided that the authority hereby given may, subject to the Act, be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution and unless so renewed, revoked or varied, such authority shall expire at the end of such period.

(C) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think fit.

ALLOTMENT OF SHARES (excluding statutory pre-emption rights)

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them, subject to Section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with Section 91 of the Act, Sections 89(1) and 90(1)-(6) inclusive of the Act shall not apply to the Company.

5. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(C)).

LIEN

6. The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder thereof or shall be one of several joint holders) and shall be a first and paramount lien for all moneys and liabilities owed to the Company whether presently due and payable or not.

FORFEITURE

7. The liability of any member in default of payment of a call shall, if the Directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and Regulations 18 and 21 shall be amended accordingly.

TRANSMISSION OF SHARES

8. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within 30 days of the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with and Regulation 31 shall be modified accordingly.

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share either which is only partly paid or if fully paid in respect of which the transfer is to a person which the Company is prohibited from having as a Member of the Company by reason of any statutes, regulations, rules, edicts, undertakings or assurances, from time to time in force and applicable to the Company (but may not otherwise refuse to register a transfer of any share) and for the purposes of these Articles "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares and the first sentence of Regulation 24 is modified accordingly.

Notwithstanding the foregoing the Directors shall not decline to register any transfer of shares nor may they suspend registration where the transferee is a Bank or institution to whom such shares have been charged or any nominee of such a Bank or institution or any purchaser from any such person and the certificate of any official of such Bank or institution that the shares are so charged and that the transferee is such a person shall be conclusive evidence of such facts. On presentation of any such transfer the directors shall forthwith register the same.

GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member, or a duly authorised representative of a corporation, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting if convened on the requisition of Members will be dissolved. In any other case, the meeting will stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved.

11. At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and sub-clauses (b), (c) and (d) of Regulation 46 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. Unless otherwise determined by Ordinary Resolution the minimum number of Directors shall be one and a sole Director shall have and exercise all the powers, duties and

discretions conferred on or vested in the Directors by these Articles, and Regulations 64 and 89 shall be modified accordingly.

13. The Directors shall not be required to retire by rotation.

14. Subject as otherwise provided by these Articles, the Company may by Ordinary Resolution appoint a person who is willing to act, to be a Director either to fill a vacancy or as an additional Director.

15. The Directors may also 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 but will then be eligible for re-election.

16. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

POWERS AND PROCEEDINGS OF DIRECTORS

17. Subject to the Act, a Director may vote at a meeting of Directors or of a committee of Directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by Directors for the purpose of Regulations 85 and 86.

18. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company.

19. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the Directors and the Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties and Regulations 82, 83 and 84 shall be amended accordingly.

20. Any Director who, by request the Directors performs special services for any purpose of the Company which in the opinion of the Directors is outside the normal scope of such Director's duties shall receive such extra remuneration by way of salary, percentage

of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and/or uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

22. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:-

- (A) the appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting;
- (B) an alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director;
- (C) a Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director and Regulation 88 shall be modified accordingly.