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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

To the Registrar of Companies

For official use

For official use

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

[] [] [] []

2511873

Name of company

*
SOURCEASTRAL LIMITED

I, DAVID STEWART HODGSON, signing on behalf
of SWIFT INCORPORATIONS LIMITED
2 BACHES STREET
LONDON N1 6UB

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 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 11, SHIP STREET
BRECON,
POWYS

Declarant to sign below

- 4 JUN 1990

before me

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



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

For official use

New Companies Section

Post room

G

COMPANIES FORM No. 10

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

10

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

Name of company

* Insert full name
of company

* SOURCEASTRAL LIMITED

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

2 Baches Street,	
London	
Postcode	N1 6UB

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

X

Jordan & Sons Limited	
21 St. Thomas Street	
Bristol	
Postcode	BS1 6JS

Number of continuation sheets attached (see note 1)

--

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

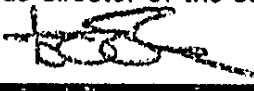
For official use

General Section

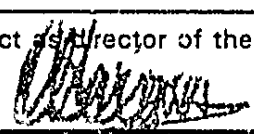
Post room

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:

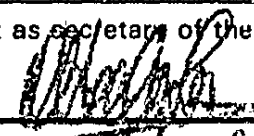
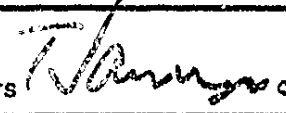
Please do not write in this margin

Name (note 3) INSTANT COMPANIES LIMITED		Business occupation Company Registration Agent	
Previous name(s) (note 3) None		Nationality UK Registered	
Address (note 4) 2 Baches Street		Date of birth (where applicable) (note 6) Inc. 10.02.81	
London			
	Postcode	N1 6UB	
Other directorships† None			
I consent to act as director of the company named on page 1			
Signature 		(Authorised Signatory) Date 4 JUN 1990	

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

Name (note 3) SWIFT INCORPORATIONS LIMITED		Business occupation Company Registration Agent	
Previous name(s) (note 3) None		Nationality UK Registered	
Address (note 4) 2 Baches Street		Date of birth (where applicable) (note 6) Inc. 10.09.85	
London			
	Postcode	N1 6UB	
Other directorships† None			
I consent to act as director of the company named on page 1			
Signature 		(Authorised Signatory) Date 4 JUN 1990	

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) SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3) None	
Address (notes 4 & 7) 2 Baches Street	
London	
	Postcode N1 6UB
I consent to act as secretary of the company named on page 1	
Signature 	(Authorised Signatory) Date 4 JUN 1990
Signature of agent on behalf of subscribers 	Date 4 JUN 1990

2511873

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SOURCEASTRAL LIMITED

1. The Company's name is SOURCEASTRAL LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:

(A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

SIMMONS

(B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

(C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

(E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.

(F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

(G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.

(H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance Company.

(I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.

(J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.

(K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

(L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

SIMMONS

(M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding Company of the Company or otherwise associated with the Company.

(N) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.

(O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

(P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.

(Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

(R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

(S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

(T) To pay all the costs charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

(U) To grant pensions, annuities, gratuities and superannuation or other allowances and benefits, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

(W) To distribute any of the property of the Company among its creditors and Members in specie or kind.

(X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its Members.

(Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company, firm or association as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid

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or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 shares taken by each Subscriber
------------------------------------	--

1. Instant Companies Limited,
2 Baches Street,
London. N1 6UB

- One



2. Swift Incorporations Limited,
2 Baches Street,
London. N1 6UB

- One



Dated 4 JUN 1990

Witness to the above Signatures:-

Terry Jayne,
2 Baches Street,
London. N1 6UB



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SOURCEASTRAL LIMITED

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.

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);

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where

SIMMONS

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.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are 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 £1,000. This authority shall expire five years from the date of incorporation of the Company but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that 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 as if this authority had not expired.

(B) This Article shall not apply to redeemable shares which shall be governed by the provisions of Article 6.

(C) Sub-section (1) of section 89 and sub-sections (1) to (6) of section 90 of the Companies Act 1985 shall not apply.

REDEEMABLE SHARES

6. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 of Table A shall not apply.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

SIMMONS

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy and Resolution 46 of Table A shall be varied accordingly.

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy of a Member or Members 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

10. 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 treated as valid. Regulation 62 of Table A shall not apply.

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.

DELEGATION OF DIRECTORS' POWERS

13. 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.

SIMMONS

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

14. Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding 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 may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or of the Company in general meeting, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

15. The Directors and the Company by ordinary resolution shall 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), Regulation 81(e) and the last sentence of Regulation 84 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

17. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

PROCEEDINGS OF DIRECTORS

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 purpose of this Article, an interest of a person who is, for any purpose of the Act, 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. Regulations 94 to 98 of Table A shall not apply.

SIMMONS

NOTICES

19. 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 or 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.

20. 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 term 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

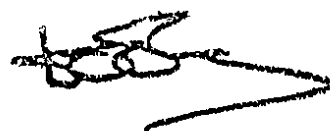
21. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

INDEMNITY

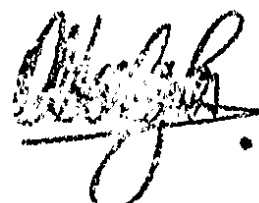
22. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of 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.

Names and addresses of Subscribers

1. Instant Companies Limited,
2 Baches Street,
London. N1 6UB



2. Swift Incorporations Limited,
2 Baches Street,
London. N1 6UB



Dated 4 JUN 1990

Witness to the above Signatures:-

Terry Jayne,
2 Baches Street,
London. N1 6UB



FILE COPY



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

No. 2511873

I hereby certify that

SOURCEASTRAL 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 14 JUNE 1990

P. Bevan
P. BEVAN

an authorised officer

WRITTEN RESOLUTION
OF
SOURCESTRAL LIMITED
Company Number 2511873



Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meeting, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held:

IT WAS RESOLVED THAT:

- (i) the name of the Company be changed to NYNEX Wirral Telephone and Cable T.V. Company Limited;
- (ii) Clause 3A of the Memorandum of Association of the Company be deleted and a new Clause 3A in the form of the document marked "A" annexed hereto and initialled for the purposes of identification be and it is hereby adopted; and
- (iii) new Articles of Association in the form of the document marked "B" annexed hereto and initialled for the purposes of identification be and they are hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.



Dated the 26th day of September, 1990.

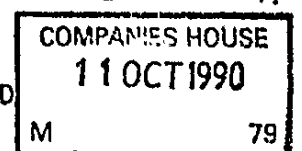
Signed

pp. INSTANT COMPANIES LIMITED

Signed

pp. SWIFT INCORPORATIONS LIMITED

BARB S40.
077301.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2511873

I hereby certify that

SOURCEASTRAL LIMITED

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

**NYNEX WIRRAL TELEPHONE AND CABLE T.V.
COMPANY LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 22 OCTOBER 1990

M. Rose
M. ROSE

an authorised officer

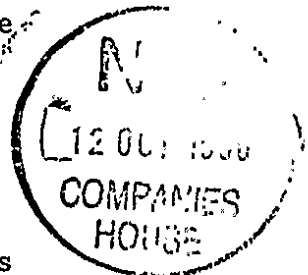
WRITTEN RESOLUTION
OF
SOURCESTRAL LIMITED
Company Number 2511873



Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held:

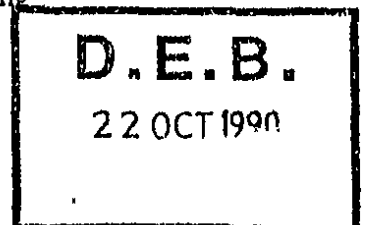
IT WAS RESOLVED THAT:

- (i) the name of the Company be changed to NYNEX Wirral Telephone and Cable T.V. Company Limited;
- (ii) Clause 3A of the Memorandum of Association of the Company be deleted and a new Clause 3A in the form of the document marked "A" annexed hereto and initialled for the purposes of identification be and it is hereby adopted; and
- (iii) new Articles of Association in the form of the document marked "B" annexed hereto and initialled for the purposes of identification be and they are hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.



Dated the 26th day of September, 1990.

Signed



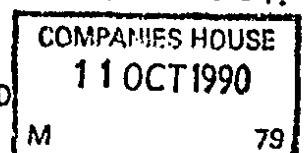
Signed



pp. INSTANT COMPANIES LIMITED

BARB S40.
077301.

pp. SWIFT INCORPORATIONS LIMITED



REGISTERED NUMBER: 2511873

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

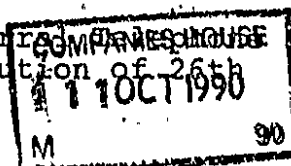
Memorandum of Association

OF NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED
(as amended by written resolution of 26th September 1990)

1. The Company's name is "SOURCEASTRAL LIMITED"*..
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on the business of constructing, selling, hiring out, installing, maintaining, repairing and working cable television or telecommunication systems and any other application of information or communication technology whether involving sounds, visual image, electrical impulses or otherwise; to obtain all necessary permits or licences required for the carrying on of its business upon such terms and conditions as may be acceptable to it; to act as technical consultants or managers, provide support services in the design, construction, installation and financing of cable and telecommunication services and any matter relating or ancillary thereto; market, sell or advertise, provide assistance and advise on the development of sales procedures, reporting, advertising programmes, rates and other promotions; establish data processing services and computer software systems; assist with the development of cable and telecommunication services and features and to advise cable operators on any other matter in connection with the provision of cable and telecommunication systems; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry out and dispose of, remove or put and end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable; and/or to hold shares

*The Company's name was changed to NYNEX WIRRAL TELEPHONE AND CABLE T.V. Company Limited by written resolution of 26th September 1990



or any other interest in any company, partnership or other person or association which carries on, undertakes or performs any such matters as are mentioned in this sub-clause,**

(B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

(C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

(E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.

(F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

(G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.

(H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.

(I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.

(J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.

(K) To enter into any arrangements with any government or authority or person and to obtain from any such government or

** Clause 3(A) was replaced by written resolution of 26th September 1990

authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same,

(L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

(M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

(N) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.

(O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

(P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.

(Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

(R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property

purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

(S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

(T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

(U) To grant pensions, annuities, gratuities and superannuation or other allowances and benefits, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

(W) To distribute any of the property of the Company among its creditors and Members in specie or kind.

(X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its Members.

(Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

-
- | | | |
|----|--|-----|
| 1. | Instant Companies Limited
2 Baches Street
London N1 6UB | ONE |
| 2. | Swift Incorporations Limited
2 Baches Street
London N1 6UB | ONE |

DATED 4th June 1990

WITNESS to the above Signatures:-

Terry Jayne
2 Baches Street
London N1 6UB

REGISTERED NUMBER: 2511873

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED
(formerly Sourcestral Limited)
as adopted by written resolution of 26th September 1990

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.

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);



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 1000 ordinary shares of £1 each.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are 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 £1,000. This authority shall expire five years from the date of incorporation of the Company but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that 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 as if this authority had not expired.

(B) This Article shall not apply to redeemable shares which shall be governed by the provisions of Article 6.

(C) Sub-section (1) of section 89 and sub-sections (1) to (6) of section 90 of the Companies Act 1985 shall not apply.

REDEEMABLE SHARES

6. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 of Table A shall

not apply.

TRANSFERS OF SHARES

7. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members 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

10. 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 treated as valid. Regulation 62 of Table A shall not apply.

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.

DELEGATION OF DIRECTORS' POWERS

13. 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

14. Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding 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 may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or of the Company in general meeting, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

15. The Directors and the Company by ordinary resolution shall 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), Regulation 81(e) and the last sentence of Regulation 84 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

17. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article

and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

PROCEEDINGS OF DIRECTORS

18. 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 any meeting of Directors to any Director outside the United Kingdom provided that the notice of any meeting shall not be given to any such Director, if, in the opinion of the Secretary he is, at the time notice is given in a place where it is not possible to give him notice by telephone, facsimile or telex and from which it is not possible for him to participate in the meeting by telephone or other telecommunications link. Regulation 88 of Table A shall not apply.

19. A Director shall be treated as present at a meeting of the Directors at which he is not physically present if he is in telephonic communication with the meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. 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 meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions from the time being exercisable by the Directors. Regulation 89 of Table A shall not apply.

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 purpose of this Article, an interest of a person who is, for any purpose of the Act, 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. Regulations 94 to 98 of Table A shall not apply.

NOTICES

21. 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.

22. 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

23. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

INDEMNITY

24. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company 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.

4273h

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2511873

Name of company

* insert full name
of company

* NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY 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 Gregory J. McLean Designation† DIRECTOR Date 25.01.91

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

Simmons & Simmons
14 Dominion Street
London
EC2M 2RJ

Ref: 5/K52251/MC

For official use
D.E.B.

Post room

29 JAN 1991

74

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COMPANIES FORM No. 353

353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 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

--	--	--	--	--

2511873

Name of company

• NINEX Wirral Telephone & Cable TV Company Limited

gives notice that the register of members is [now] kept at:

14 Dominion Street

London

Postcode

EC2M 2RJ

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

Signed

S. J. M. J. M. J. M.

Designation

Director

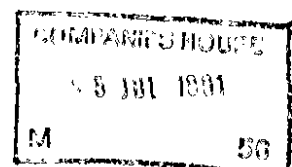
Date

23/01/91

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

For official use
General Section

Post room



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

No: 2511873

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION


of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

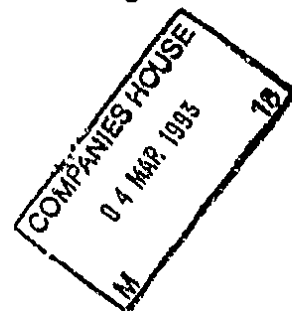
At the annual general meeting of the above-named company duly convened and held on 8th December, 1992 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.


Chairman of the meeting

NEL0579.92D



ARTICLES OF ASSOCIATION

of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED
(Articles adopted on 8th December, 1992)



Adoption of Table A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that

may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

Exclusion of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

Transfer of shares

7. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

8. Notice of every general meeting shall be given to all members other than any who, 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, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply.

Proceedings at General Meetings

9. For all purposes of these articles a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly.

Votes of members

10. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

11. Regulation 57 of Table A shall not apply.

Delivery of proxies

12. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

Alternate directors

13. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

Power to provide for employees

14. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Power to receive uncalled monies

15. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

Delegation of directors' powers

16. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee shall include a committee established under this Article or such person or persons. The directors may also entrust to and confer upon any director any of their powers, authorities and discretions (with power to sub-delegate) upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, authorities and discretions and may, from time to time, revoke or vary all or any of them, but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

Appointment and removal of directors by majority shareholders

17. Any member holding, or any members holding in aggregate, 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 may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

Appointment of directors by board

18. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

No age limit or share qualification

19. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

Exclusion of rotation requirements and other provisions

20. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

Disqualification and removal of directors

21. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

Directors' gratuities and pensions

22. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

Participation in board meetings by telephone

23. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

Directors may vote when interested

24. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is 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. Regulations 94 and 95 of Table A shall not apply.

Official seal

25. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, 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.

Notices

26. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means 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. Regulation 112 of Table A shall not apply.

Time of service

27. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting 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. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or

delivered when it was so left or sent. Regulation 115 of Table A shall not apply,

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COMPANY No. 2511873

NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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;

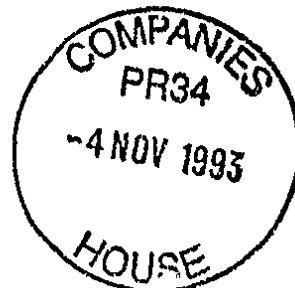
SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 28th day of October 1993


.....
for and on behalf of
NYNEX CABLECOMMS EAST LANCASHIRE LIMITED



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2511873

MEMORANDUM OF ASSOCIATION

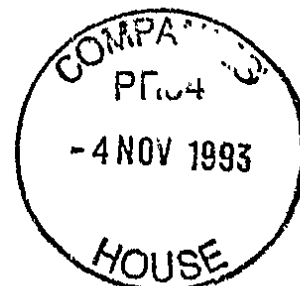
of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY
(as last altered by a written resolution dated 28th October 1993)

1. The Company's name is "NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 22nd day of October 1990 changed from "SOURCEASTRAL LIMITED" to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED"; and on the 28th day of October 1993 to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY".

** On 28th 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 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,
- (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 28th 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. | Instant Companies Limited
2 Baches Street
London
N1 6UB | One |
| 2. | Swift Incorporations Limited
2 Baches Street
London
N1 6UB | One |

Total Shares taken: Two

DATED 4th June 1990

Witness to the above signatures:

Terry Jayne
2 Baches Street
London
N1 6UB

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2511873

ARTICLES OF ASSOCIATION*
of
NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 28th 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 £13,314,503 divided into 13,314,503 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) NYNEX CableComms East Lancashire (Company number 2114543) or NYNEX WSG 1 Company ceases (after first becoming a Member) to be a Member; or

(b) NYNEX CableComms East Lancashire or NYNEX WSG 1 Company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while such company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while any of them is a Member or over the whole or any part of the assets or undertakings of such company 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.

COMPANY No. 2511873

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

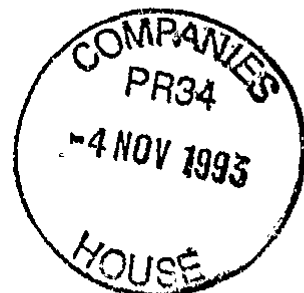
WRITTEN RESOLUTIONS OF THE SOLE MEMBER

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 authorised share capital of the Company be and is hereby increased from £1,000 to £13,314,503 by the creation of 13,313,503 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company.
2. THAT:
 - (a) for the purposes 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 £13,314,503, 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.



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 28th day of October, 1993


for and on behalf of
STREETUSUAL SERVICES LIMITED

G

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

49(1)

2011 319

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

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2511873

Name of company

Full name of
company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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]†

[REMOVED BY REGISTRAR ON 20/11/93 BY ORDER OF THE REGISTRAR OF COMPANIES XXXXXXXX]

NOTE
Alterations in the
memorandum
and articles
should be set out
overleaf§ A non-prescribed
form of Statutory
Declaration (Form
No. 49(8)(b)) is
available

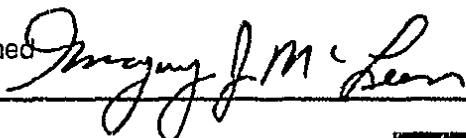
DD 0189-17
re-registered - under transfer
Simon Day

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

£ 13,314,503

† Delete as
appropriate

Signed



[Director] [Secretary] Date

28/11/93

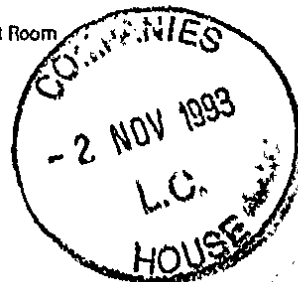
Presenter's name, address and reference (if
any):

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 "NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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)

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

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2511873

Name of company

Full name of
company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

We, being all the members of the company, assent to the company being
re-registered as unlimited

Signature of member (or
person lawfully authorised
to sign on his behalf)

1 Full name of member NYNEX CABLECOMMS EAST

Address LANCASHIRE LIMITED,

WIMBLEDON BRIDGE HOUSE, 1 HARTFIELD ROAD,

WIMBLEDON, LONDON SW19 3RU

2 Full name of member

Address

3 Full name of member

Address

4 Full name of member

Address

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

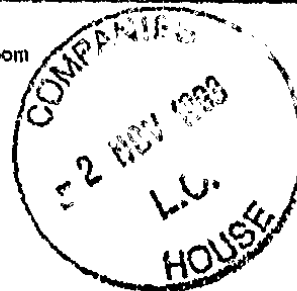
SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

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General Section

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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.



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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2511873

Name of company

Full name of company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

I/We GREGORY JOSEPH McLEAN

of 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

Declarant[s] to sign below

WIMBLEDON BRIDGE HOUSE,

2 HARTFIELD ROAD,

WIMBLEDON LONDON SW19 3RU

the 28th day of OCTOBER

one thousand nine hundred and ninety three

before me SARAH E. CORNES

Solicitor

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

WILKINSONS
7 & 9 QUEENS ROAD
WIMBLEDON
LONDON SW19 8NJ

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

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

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General Section

Post Room



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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2511873

Name of company

Full name of
company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

I/We EUGENE PATRICK CONNELLof 9 Rushmere Place, Marryat Road, Wimbledon, London SW19 3RP

and _____

of _____

† Delete as
appropriate

~~I, 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,
2 HARTFIELD ROAD,
WIMBLEDON, LONDON SW19 3RU

the 28th 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.

Declarant[s] to sign below

Eugene P. ConnellPresentor'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



G

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Please do not
write in this
margin

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

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2511873

Name of company

Full name of
company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

I/We LAWRENCE BRUCE RABUFFOof Cherrywood, The Barton, Cobham, Surrey KT11 2NJ

and _____

of _____

† Delete as
appropriate

~~I, 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

28 QUEENS ROAD
LONDON SW19 8NJ

the 24th day of October
one thousand nine hundred and ninety three
before me P. D. Stewart Solicitor

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



P. D. Stewart
Solicitor

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

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

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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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2511873

Name of company

Full name of company

WINEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED

I/We NICHOLAS PAUL MEARING-SMITH

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

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 HARFIELD ROAD,

WIMBLEDON LONDON SW19 3RU

the 28th 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.

WILKINSONS

7 & 9 QUEENS ROAD

WIMBLEDON

LONDON

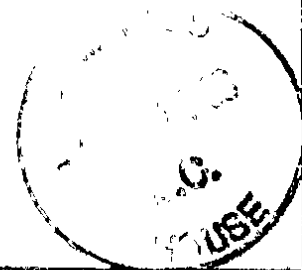
Presentor's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street
London EC2M 2RJ

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THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

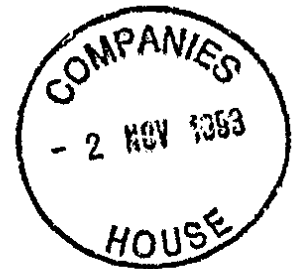
REGISTERED NUMBER 2511873

MEMORANDUM OF ASSOCIATION

of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY

(as last altered by a written resolution dated 28th October 1993)



1. The Company's name is "NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 22nd day of October 1990 changed from "SOURCEASTRAL LIMITED" to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED"; and on the 28th day of October 1993 to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY".

** On 28th 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 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.
- (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 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.

*** By a written resolution of the sole member of the Company dated 28th 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. Instant Companies Limited
2 Baches Street
London
N1 6UB

One

2. Swift Incorporations Limited
2 Baches Street
London
N1 6UB

One

Total Shares taken: Two

DATED 4th June 1990

Witness to the above signatures:

Terry Jayne
2 Baches Street
London
N1 6UB

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2511873



ARTICLES OF ASSOCIATION*
of
NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 28th 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 £13,314,503 divided into 13,314,503 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 40 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) NYNEX CableComms East Lancashire (Company number 2114543) or NYNEX WSG 1 Company ceases (after first becoming a Member) to be a Member; or

(b) NYNEX CableComms East Lancashire or NYNEX WSG 1 Company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while such company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while any of them is a Member or over the whole or any part of the assets or undertakings of such company 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. 2511873

The Registrar of Companies for England and Wales hereby certifies that

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY

formerly registered as limited, has this day been re-registered under
the Companies Act 1985 as unlimited.

Given at Companies House, London, the 2nd November 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

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

To the Registrar of Companies

For official use

Company number

--	--	--

2511873

Name of company

Full name of
company

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY

gives notice in accordance with section 123 of the above Act
that by resolution of the company dated 28th October 1993the nominal capital of the company has been increased by £ 13,313,503beyond 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



Designation†

Secretary

Date 12/11/93

Presentor's name, address and reference (if
any):SIMMONS & SIMMONS
14 DOMINION STREET
LONDON EC2M 2RJ

5B/M.88798/MC/LAC

For official use

General Section

Post Room



NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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, HERE: . RESOLVE;

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £13,314,503 by the creation of 13,313,503 ordinary shares of £1 each to rank pari passu with the existing ordinary shares of the Company.
2. THAT:
 - (a) for the purposes 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 £13,314,503, 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.

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 28th day of October, 1993


for and on behalf of
STREETUSUAL SERVICES LIMITED

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL
REGISTERED NUMBER 2511873

ARTICLES OF ASSOCIATION*

of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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 28th 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 £13,314,503 divided into 13,314,503 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) NYNEX CableComms East Lancashire (Company number 2114543) or NYNEX WSG 1 Company ceases (after first becoming a Member) to be a Member; or

(b) NYNEX CableComms East Lancashire or NYNEX WSG 1 Company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while such company 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 NYNEX CableComms East Lancashire or NYNEX WSG 1 Company while any of them is a Member or over the whole or any part of the assets or undertakings of such company 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.

NYNEX VIRRAL TELEPHONE AND CABLE T.V. 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 CableComms
East Lancashire

7128m



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2511873

MEMORANDUM OF ASSOCIATION

of

NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY

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

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1. The Company's name is "NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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.

* The name of the Company was on the 22nd day of October 1990 changed from "SOURCEASTRAL LIMITED" to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY LIMITED"; and on the 28th day of October 1993 to "NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY".

** On 28th 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 dependents; 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

-
- | | | |
|----|---|-----|
| 1. | Instant Companies Limited
2 Baches Street
London
N1 6UB | One |
| 2. | Swift Incorporations Limited
2 Baches Street
London
N1 6UB | One |

Total Shares taken: Two

DATED 4th June 1990

Witness to the above signatures:

Terry Jayne
2 Baches Street
London
N1 6UB

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2511873

ARTICLES OF ASSOCIATION*

of NYNEX WIRRAL TELEPHONE AND CABLE T.V. 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;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"holder" means a holder of shares in the Company;

* These Articles of Association were adopted as new Articles of Association by a written shareholder resolution dated 19th December 1994.

"Joint Venture" means North CableComms L.P., a limited partnership formed under the laws of the State of Delaware, United States of America;

"Liquidating Event" has the meaning set out in the Shareholders' Agreement;

"Member" means a member of the Company;

"NC East Lancashire" means NYNEX CableComms East Lancashire a company registered in England under number 2114543;

"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, UK Sub, the Joint Venture and each of the holders at that time, as from time to time altered;

"UK Sub" means Streetusual Services Limited a company registered in England under number 2851019;

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 £13,314,503 divided into 13,314,503 ordinary shares of £1 each (the "Ordinary Shares"). Regulation 17 of Table A shall not apply.

CLASS RIGHTS

4. 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.

ALTERATION OF SHARE CAPITAL

5. 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

6. (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 6(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 6(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 28. 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 6(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) 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

7. 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

8. 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

9. 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.

10. 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

11. 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

12. 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

13. 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

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 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.

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

(C) Notices under this Article 16 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.

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

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

19. 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

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

Regulations 94 to 98 of Table A shall not apply.

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 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.

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.

BORROWING POWERS

23. (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

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

ACCOUNTS

25. 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

26. 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.

27. 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

28. If any of the following events shall occur:

(a) NC East Lancashire or New DelSub ceases (after first becoming a Member) to be a Member; or

(b) NC East Lancashire or New DelSub 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 NC East Lancashire or New DelSub while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or

- (11) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of NC East Lancashire or New DelSub while any of them is a Member or over the whole or any part of the assets or undertakings of such company 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

29. 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.