

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2591237

The Registrar of Companies for England and Wales hereby certifies that

NTL GROUP LIMITED

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

VIRGIN MEDIA LIMITED

Given at Companies House, London, the 8th February 2007



\*C025912377\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



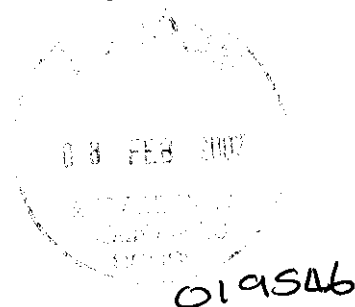
*Companies House*

— for the record —

2591237

**WRITTEN RESOLUTION  
BY ALL THE MEMBERS OF  
NTL GROUP LIMITED (THE "COMPANY")**

(Passed on 31 January 2007)



In accordance with regulation 53 of Table A adopted by article 2 of the Company's articles of association, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which all the members were present, hereby agree to the following written resolution (which would otherwise be required to be passed as a special resolution):

**SPECIAL RESOLUTION**

THAT the name of the Company be changed from "ntl Group Limited" to "Virgin Media Limited".

R. Houn

for and on behalf of ntl Investment Holdings Limited,  
as Sole Member

