

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2719474

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS (V) HOLDINGS PLC

having by special resolution changed its name, is now incorporated
under the name of
NTL (V) PLC

Given at Companies House, Cardiff, the 13th June 2000



C02719474C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

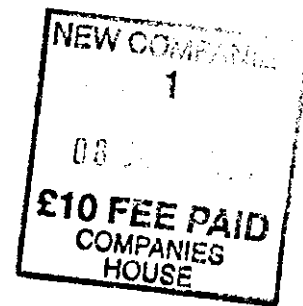


C O M P A N I E S H O U S E

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033239

No. 2719474



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

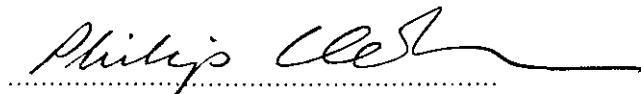
CABLE & WIRELESS COMMUNICATIONS (V) PLC

(Passed 30 May 2000)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 30 May 2000 at am/pm the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTIONS

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "NTL (V) Plc".



CHAIRMAN



A14
COMPANIES HOUSE

AILNTR6Q

0382
08/06/00