

COMPANY NUMBER: 2851201

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

ntl STREETUNIT PROJECTS LIMITED

PASSED ON THE NINETEENTH DAY OF AUGUST 2003

On 19 August 2003, by way of Written Resolution, the following resolution was passed by the sole Member of ntl Streetunit Projects Limited (the "Company") as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT the accounts of the Company for the year ended 31 December 2001 having been sent out in accordance with Section 238 of the Companies Act 1985 (the "Act"), and the Company having qualified as small in that year and having been dormant since the end of it, the Company hereby resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.



Deputy Company Secretary

