

Company Number: 3085912



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF
TELEWEST (SOUTHPORT) LIMITED



Passed on 21 May 1996

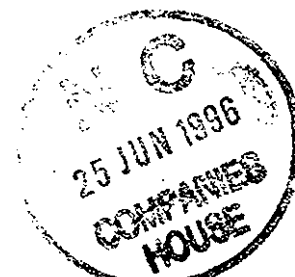
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Genesis Business Park, Albert Drive, Woking, Surrey GU21 5RW on 21 May 1996 the following SPECIAL RESOLUTIONS were duly passed.

SPECIAL RESOLUTIONS

1. **THAT** the name of the Company be changed to **TELEWEST COMMUNICATIONS (SOUTHPORT) LIMITED**. Such change to be effective from 1 July 1996.
2. **THAT** the Articles of Association of the Company be altered by the adoption of a new clause in the form set out below:

Notwithstanding anything contained in these Articles:-

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to; and
- (b) the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:-
 - (i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or
 - (ii) duly executed by any such bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security



and a certificate by any official of such bank or institution that the shares are or are to be subject to such a security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution.

V. F. Mitchell
Company Secretary