

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3709869

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS CABLECOMMS HOLDINGS
NO 1 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NTL CABLECOMMS HOLDINGS NO.1 LIMITED

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



C03709869C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C006

3709869

10332

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

CABLE & WIRELESS COMMUNICATIONS CABLECOMMS HOLDINGS NO.1 LIMITED

The undersigned, being all the members of the above-named company (the "**Company**") for the time being entitled to attend and vote at general meetings of the Company resolve in accordance with section 381A of the Companies Act 1985:-

SPECIAL RESOLUTIONS

1. THAT subject to the consent of the Registrar of Companies, the name of the Company be changed to "NTL Cablecomms Holdings No.1 Limited".

ELECTIVE RESOLUTIONS

2. THAT:-
 - 2.1 pursuant to section 252 of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 2000 and subsequent years.
 - 2.2 pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.
 - 2.3 pursuant to sections 369(4) and 378(3) of the Act, the Company elects that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent. there were substituted references to 90 per cent; and
 - 2.4 pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

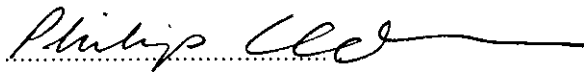


A14
COMPANIES HOUSE

A1L03R61

0372
08/06/00

Date: 30 MAY 2000



For and on behalf of
NYNEX North Cablecomms Holdings Inc



For and on behalf of
NYNEX North Cablecomms Management Inc.



For and on behalf of
NYNEX Wirral Company



For and on behalf of
North Cablecomms LLC