

FILE COPY**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3823436

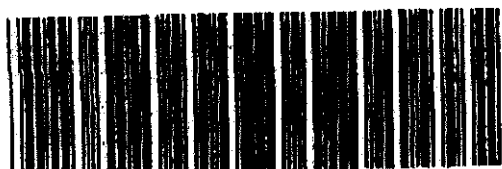
The Registrar of Companies for England and Wales hereby certifies that

DE FACTO 793 LIMITED

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

N TL RADIO SERVICES LIMITED

Given at Companies House, London, the 9th November 1999



C038234368

MD J. M. M. M.

For The Registrar Of Companies



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



NO. 3823436

THE COMPANIES ACT 1985

**RECORD OF
WRITTEN RESOLUTIONS OF
DE FACTO 793 LIMITED**

(Passed on 4th November 1999)

Print of written resolutions agreed to in accordance with the Articles of Association of the Company which have effect as if agreed by the Company in general meeting.

It is recorded that the written resolutions set out below were signed by all the members of the Company who, at the date of the resolutions, were entitled to attend and vote at a general meeting of the Company.

SPECIAL RESOLUTIONS

1. **THAT**, subject to the consent of the Registrar of Companies, the name of the Company be changed to "NTL Radio Services Limited".
2. **THAT**, pursuant to section 9 of the Act, the present Articles of Association of the Company be deleted in their entirety and new Articles of Association, a copy of which is attached and initialled by the Chairman for identification, be adopted.
3. **THAT**, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting the present clause 3 and substituting the following new clause 3 therefor:-

"3(A)

- (i) To carry on all or any of the businesses of running (whether under licence or otherwise), operating, managing and supplying telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds.
- (ii) To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds (including, without prejudice to the generality of the foregoing, telecommunication and broadcasting services) and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, telecommunication or broadcasting systems or telecommunication or broadcasting apparatus and

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