

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3855219

The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO.2541) LIMITED

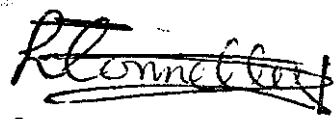
having by special resolution changed its name, is now incorporated
under the name of

GLOBAL CROSSING (BIDCO) LIMITED

Given at Companies House, London, the 4th November 1999



C038552193


L. CONNELLY

For The Registrar Of Companies



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

Registered number 3855219

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares



RESOLUTION

of

TRUSHELFCO (NO. 2541) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on *4th November* 1999 the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as ordinary resolutions:

SPECIAL RESOLUTION

1. That the name of the Company be changed to Global Crossing (Bidco) Limited.

ORDINARY RESOLUTION

2. That the authorised share capital of the Company be increased to 350,000,000 pounds (£) by the creation of 349,999,900 additional ordinary shares of one pound (£1) each.
3. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to aggregate nominal amount of 349,999,998 pounds (£) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

[Signature]
.....
Chairman of the meeting

N/C
£100
CARD
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S/DAY