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COMPANIES FORM No. 692(1)(a)

**Return of alteration in the
charter, statutes, etc.,
of an overseas company**

692(1)(a)

Please do not
write in this
margin

Pursuant to section 692(1)(a) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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FC 18124

Name of company

* enter corporate
name

* CABLETEL VK GROUP, INC.

§ insert 'Charter',
'Statutes',
'Memorandum and
Articles of
Association' or
other instrument as
the case may be.

Return of alteration in the § CERTIFICATE OF INCORPORATION

constituting or defining the constitution of the above company

Note

A copy of the alteration or a copy of the new deed, if one has been executed, and a translation of the alteration or deed if not in the English language must accompany this return. The actual documents enclosed should be listed below.

- CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION
DATED 20 MARCH 1997
- WRITTEN CONSENT OF STOCKHOLDER DATED 20 MARCH 1997

† delete as
appropriate

Signed R. Khan

and

[Director][Secretary][~~Person Authorised~~][†] Date 14th April 1997

Note

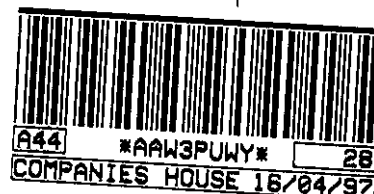
The time within which this return is to be delivered to the registrar is 21 days after the date on which notice of the alteration in question could have been received in Great Britain in due course of post (if despatched with due diligence).

Presenter's name address and
reference (if any):

For official Use

New Companies Section

Post room



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Signed

[Director][Secretary][Person Authorised]† Date

Note

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Presentor's name address and
reference (if any):

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New Companies Section

Post room

**WRITTEN CONSENT OF SOLE STOCKHOLDER OF
CABLETEL UK GROUP, INC.**

The undersigned, being the sole stockholder of CableTel UK Group, Inc., a Delaware corporation (the "Corporation"), hereby consents to and adopts the following resolution:

RESOLVED, that the amendment of the Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A (the "Amendment") be, and it hereby is, approved and adopted; and further

RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.

IN WITNESS WHEREOF, the undersigned has executed this consent as of this 2nd day of March, 1997.

INTERNATIONAL CABLETEL
INCORPORATED

By 

Name: Richard J. Lubasch
Title: Senior Vice President,
General Counsel and
Secretary

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CableTel UK Group, Inc.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

CableTel UK Group, Inc., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: Article FIRST of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

FIRST: The name of the corporation is NTL (UK) Group, Inc. (hereinafter the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 2nd day of March, 1997.

CABLETEL UK GROUP, INC.

By: R. Mackensie
Name: Robert Mackensie
Title: Secretary

