

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3173552

The Registrar of Companies for England and Wales hereby certifies that
NTL INVESTMENT HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VIRGIN MEDIA INVESTMENT HOLDINGS LIMITED

Given at Companies House, Cardiff, the 19th February 2007



C03173552I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

019537/10

3173552

**WRITTEN RESOLUTION
BY ALL THE MEMBERS OF
NTL INVESTMENT HOLDINGS LIMITED (THE "COMPANY")**

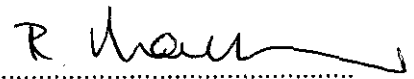
(Passed on 31 January 2007)

08 FEB 2007


In accordance with regulation 53 of Table A adopted by article 2 of the Company's articles of association, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which all the members were present, hereby agree to the following written resolution (which would otherwise be required to be passed as a special resolution):

SPECIAL RESOLUTION

THAT the name of the Company be changed from "ntl Investment Holdings Limited" to "Virgin Media Investment Holdings Limited".



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for and on behalf of ntl Cable PLC, as Sole Member



LD4 *LCR7EMLR* 481
COMPANIES HOUSE 08/02/2007