

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2927099

The Registrar of Companies for England and Wales hereby certifies that
CABLE & WIRELESS COMMUNICATIONS (N) SIDEOFFER LIMITED

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

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



C02927099C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



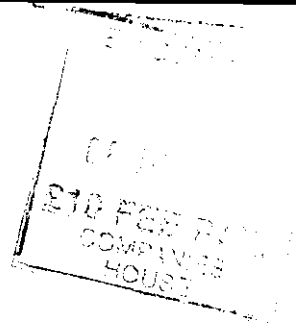
C O M P A N I E S H O U S E

C006

No. 2927099

933239

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

CABLE & WIRELESS COMMUNICATIONS (N) SIDEOFFER 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 Sideoffer 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

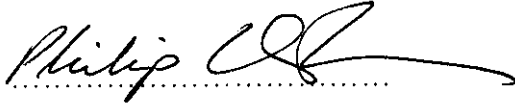
0331
08/06/00

Date: 30 MAY 2000



For and on behalf of

Cable & Wireless Communications (N) UK Telephone and Cable TV Holding Company
Limited



For and on behalf of

NYNEX UK Cablecomms Holdings Inc.