

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2927099

The Registrar of Companies for England and Wales hereby certifies that
SIDEOFFER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CABLE & WIRELESS COMMUNICATIONS (N) SIDEOFFER LIMITED

Given at Companies House, Cardiff, the 26th February 1999



C02927099P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

774753

COMPANY NUMBER: 2927099

THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SIDEOFFER LIMITED

PASSED ON THE TENTH DAY OF FEBRUARY 1999

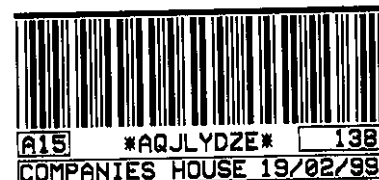
At an Extraordinary General Meeting of Sideoffer Limited (the "Company") duly convened and held on 10 February 1999 the following resolution was passed as a Special Resolution of the Company:

RESOLUTION

THAT the name of the Company be changed to
"Cable & Wireless Communications (N) Sideoffer Limited"



Chairman



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