

COGECO CABLE INC.

BY-LAW No. 3

WHEREAS it is expedient to make certain amendments to By-Law No. 1 of the Corporation, being its general by-laws;

NOW THEREFORE, be and it is hereby enacted as By-Law No. 3 of the Corporation, the following:

1. THAT paragraph 3 under the heading "DIRECTORS" of By-Law No. 1 of the Corporation be repealed and replaced by the following:

"3. Number. Until changed in accordance with the Act, the Corporation shall be managed by a board of directors consisting of not less than three nor more than eighteen directors, a majority of whom shall be resident Canadians and at least two of whom shall not be officers or employees of the Corporation or any affiliate of the Corporation. Until otherwise fixed as aforesaid, the number of directors of the Corporation shall be sixteen."

2. THAT the following two paragraphs, namely 7-A - Executive Committee and 7-B - Audit Committee, be added as new paragraphs of By-Law No. 1 of the Corporation under the heading "DIRECTORS" immediately following paragraph 7 thereof:

"7-A - Executive Committee

Article 1. Formation

The board of directors may appoint annually from its members an executive committee consisting of such number of members as the board of directors may from time to time determine, but not less than three (3).

The executive committee shall determine its own organization and procedure, except as may be otherwise determined by the board of directors and the by-laws of the Corporation.

Article 2. Tenure of office

All members of the executive committee shall be appointed by the board of directors. The board of directors may remove from office any member of the executive committee, with or without cause. Any vacancy in the membership of the executive committee may be filled by the board of directors. All members of the executive committee shall cease to hold office at the close of each annual meeting of shareholders.

Article 3. Powers

The executive committee shall possess and may exercise the authority and all powers of the board of directors except for powers which, under the Act, must be exercised by the board of directors. Any decision of the executive committee may be, subject to the rights of third parties, modified or revoked by the board of directors.

Article 4. Notice of meetings

Meetings of the executive committee may be held at such time and place as any member of the executive committee may determine on at least 24 hours' notice to each member of the executive committee either verbally or in writing. Members of the executive committee may participate in a meeting by means of such telephone or other communication facilities permitting to all persons participating in a meeting to hear each other and a member of the executive committee participating in such manner is to be deemed present at that meeting.

Article 5. Quorum

The board of directors may from time to time determine the quorum for meetings of the executive committee but until so determined, a majority of members shall constitute a quorum.

Article 6. Further provisions

The provisions of paragraphs 14 and 15 of this by-law shall apply to the executive committee, mutatis mutandis.

7-B - Audit Committee

Article 1. Formation

The board of directors shall appoint annually from its members an audit committee consisting of such number of members as the board of directors may from time to time determine, but not less than three (3), a majority of whom are not officers or employees of the Corporation or any of its affiliates.

The audit committee shall determine its own organization and procedure, except as may be otherwise determined by the board of directors and the by-laws of the Corporation.

Article 2. Tenure of office

All members of the audit committee shall be appointed by the board of directors. The board of directors may remove from office any member of the audit committee, with or without cause. Any vacancy in the membership of the audit committee may be filled by the board of directors. All members of the audit committee shall cease to hold office at the close of each annual meeting of shareholders.

Article 3. Powers

The audit committee shall possess and may exercise the authority and powers provided in the Act, as well as all further authority and powers that may be delegated to it from time to time by the board of directors.

Article 4. Notice of meetings

Meetings of the audit committee may be held at such time and place as any member of the audit committee may determine on seven days notice to each member of the audit committee either verbally or in writing. Members of the audit committee may participate in a meeting by means of such telephone or other communication facilities permitting to all persons participating in a meeting to hear each other and a member of the audit committee participating in such manner is to be deemed present at that meeting. The auditor of the Corporation shall be sent notice of every meeting of the audit committee and shall be entitled to attend and be heard thereat.

Article 5. Quorum

The board of directors may from time to time determine the quorum for meetings of the audit committee but until so determined, a majority of members shall constitute a quorum.

Article 6. Further provisions

The provisions of paragraphs 14 and 15 of this by-law shall apply to the audit committee, mutatis mutandis.

Article 7. Records

Minutes of the meetings and resolutions of the audit committee shall be reported from time to time to the board of directors.

3. THAT paragraph 9 under the heading "MEETINGS OF DIRECTORS" of By-Law No. 1 of the Corporation be amended by

i) replacing the first sentence thereof with the following:

"9. **Notice.** A meeting of the board of directors may be convened by the Chairman of the Board, the President or any two directors at any time, and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of the board of directors."

ii) by adding the following section to paragraph 9 at the end thereof:

"The Chairman of the Board or the President may, at their sole discretion, decide that a meeting of the board of directors is urgent; in such event, they may give notice of such meeting to the directors by telephone, telegram or telecopier at least two hours before the meeting is to take place. In order to determine the validity of the meeting called as a matter of urgency, such notice of meeting is deemed to be sufficient.

4. THAT paragraph 21 under the heading "OFFICERS" of By-Law No. 1 of the Corporation be amended by replacing the third sentence thereof with the following:

"A director may be appointed to any office of the Corporation but none of the officers, except the Chairman of the Board, the Vice-Chairman of the Board, the Managing Director and the President, need be a member of the board of directors".

5. THAT paragraph 27 under the heading "OFFICERS" of By-Law No. 1 of the Corporation be repealed and replaced by the following:

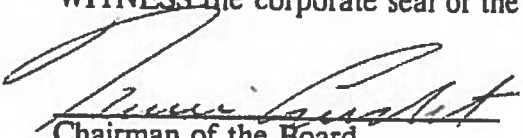
"27. President. The President shall be vested with and may exercise all the powers and shall perform all the duties of the Chairman of the Board and/or Vice-Chairman of the Board if none be appointed or if the Chairman of the Board and the Vice-Chairman of the Board are absent or are unable to act."

6. THAT paragraph 36 under the heading "SHAREHOLDERS' MEETINGS" of By-Law No. 1 of the Corporation be repealed and replaced by the following:

"36. Special Meetings. Special meetings of the shareholders may be convened by order of the board of directors at any date and time and at any place within Canada or, if all of the shareholders entitled to vote at such meeting so agree, outside Canada."

ENACTED this 17th day of June, 1993

WITNESS the corporate seal of the Corporation.


Chairman of the Board


Secretary

C.S.