

**ACTIONS BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
EPIK COMMUNICATIONS INCORPORATED**

The undersigned, constituting all of the members of the Board of Directors of EPIK Communications Incorporated, a Delaware corporation (the "Company"), waive all requirements of notice and consent to the adoption of the following resolutions without a meeting in accordance with Section 141 of the General Corporation Law of Delaware and the Bylaws of the Company:

**WHEREAS**, EPIK Communications Incorporated (the "Company") regularly submits applications for utility permits ("Utility Permit Applications") and periodically may submit applications for other permits ("Other Permit Applications") to the Florida Department of Transportation ("FDOT") pursuant to Section 337.401, Florida Statutes, or any successor or other related Florida statute or FDOT rule, regulation or policy; and

**WHEREAS**, Section 3.2.4 of FDOT's Utility Accommodation Manual requires that the signature of either the owner of the Company, or an approved representative, whose name or position/title is on file with FDOT, must appear on a Utility Permit Application, it is therefore:

**RESOLVED**, that the positions/titles listed in the Corporate Resolution, Delegation, and Special Power of Attorney form attached as Exhibit A are hereby granted specific authority to sign and submit to FDOT on behalf of the Company the types of permit applications and related documents, agreements and instruments specified opposite their respective positions/titles on Exhibit A;

**RESOLVED FURTHER**, that the resolutions set forth on Exhibit A are adopted and approved in their entirety;

**RESOLVED FURTHER**, that any action taken by any of the officers of the Company prior to the adoption of these resolutions that is within the authority conferred herein be, and hereby is, ratified, confirmed and approved;

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized and empowered, in the name and on behalf of the Company, to take further actions and to execute and deliver such other instruments or documents as each may deem necessary or desirable to carry out the purposes of the foregoing resolutions, including, without limitation, the taking of such actions or the execution and delivery of such instruments or documents to be conclusive evidence of the necessity or desirability thereof; and

**RESOLVED FURTHER**, that this consent may be executed in two or more counterparts, each of which shall be an original and all of which together shall constitute but one and the same document. Confirmation of execution by

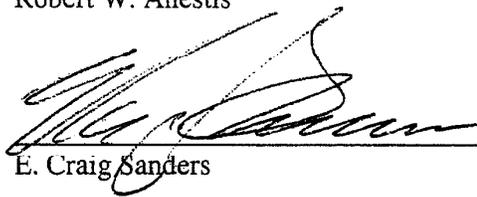
telecopy or facsimile of the signature page shall be binding upon the signatory so confirming.

**IN WITNESS WHEREOF**, the undersigned have executed this consent and have caused it to be effective as of January 16, 2002.

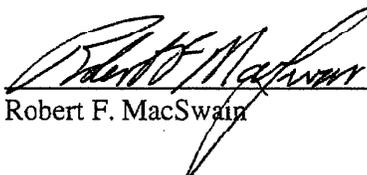
BEING ALL OF THE DIRECTORS



Robert W. Anestis



E. Craig Sanders



Robert F. MacSwain