

**CERTIFICATE**

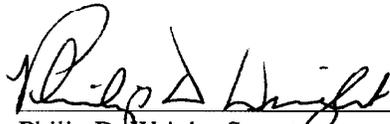
I, the undersigned, hereby certify that I am the duly elected and qualified Secretary of PF.Net Network Services Corp., ("Corporation") a Delaware corporation and that the following resolutions were duly adopted by unanimous consent of the Board of Directors of the Corporation as of the 20th day of April, 2000, and that the same are now in full force and effect:

**Whereas**, the Corporation desires to construct a portion of its telecommunication system through various towns, cities, counties, parishes, states and other governmental units or entities ("Governmental Units") and desires to construct a portion of said system within the boundaries of streets, roads or highways owned, controlled by or under the jurisdiction of such Governmental Units;

**Resolved**, that Thomas R. McCaleb be and is hereby authorized to execute on behalf of the Corporation, such licenses, agreements, franchises and such other approvals as may be required to authorize the Corporation to make installation of a portion of its telecommunication system within streets, roads or highways owned, controlled by or under the jurisdiction of such Governmental Units.

I further certify that there is no provision in the Articles of Incorporation or the Bylaws of the Corporation limiting the power of the Board of Directors to adopt the foregoing resolutions, and do certify and warrant the same are in conformity with the provisions of said Articles of Incorporation and Bylaws of the Corporation and within its corporate and lawful powers.

IN WITNESS WHEREOF, I have hereunto set my hand the twentieth day of April, 2000.

  
Philip D. Wright, Secretary

MINUTES OF A MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
PF.NET NETWORK SERVICES CORP.

A meeting of the Board of Directors of PF.Net Network Services Corp., a Delaware corporation (the "Company"), was held on Wednesday November 17, 1999 at 9:00 a.m. at the offices of Odyssey Investment Partners, LLC, 280 Park Avenue, New York, New York. All of the directors, George Damiris, Stephen Irwin, Brian Kwait and John Warta, were present and, following waiver of notice, constituted a quorum to lawfully conduct the business of the Board. Also present were Bob Kennedy of Latham & Watkins, outside counsel to the Company, and David Mait of Odyssey Investment Partners, LLC. Mr. Kennedy acted as secretary of the meeting for the purpose of recording the minutes of the meeting. The Board unanimously adopted the following resolutions at the meeting.

Election of Executive Officers

RESOLVED, that the Company hereby accepts the oral resignations of the persons currently serving as officers of the Company and the following persons are elected to serve as executive officers of the Company in the capacity set forth beside their respective names below (subject, in the case of Mr. Wright, to the execution of an employment agreement with the Company) until such time as their successors shall have been elected and qualified:

John Warta	--	President
Stephen Irwin	--	Vice President
David Taylor	--	Chief Financial Officer
Phil Wright	--	Vice President, Secretary and Treasurer
Charles Zito	--	Assistant Secretary

RESOLVED, that the authority of the Assistant Secretary shall be limited to the execution of instruments certifying the accuracy of corporate documents, the incumbency of officers and related matters, and shall in no event include the authority to enter into a binding agreement or other obligation on behalf of the Company unless such authority is expressly granted respect to a specific action.

Matters Relating to Bank Account

RESOLVED, that the Company shall maintain a bank account which shall be used for the payment of accounts payable to third parties (the "Payables Account").

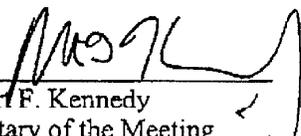
RESOLVED, that transfers from the Payables Account (whether in the form of a check, wire transfer or intra-bank transfer, and whether to another account maintained by the Company or to a third party) shall be made only with the written approval of (and if in the form of a check, such check shall be signed by):

- (a) David Taylor (or, in David Taylor's absence, Steven Melmer); and
- (b) John Warta, Clint Warta or Greg Warta.

General

RESOLVED, that any and all actions heretofore or hereafter taken by any officer or director of the Company in connection with any action approved above, and all actions related thereto, be, and thereby were, approved, ratified and confirmed in all respects.

There being no further business to come before the Board, upon motion duly made (by Mr. Mirza), seconded (by Mr. Irwin) and unanimously approved, the meeting was adjourned.

  
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Robert F. Kennedy  
Secretary of the Meeting