

CERTIFIED COPY OF RESOLUTION
OF BOARD OF DIRECTORS OF
Federal Transtel, Inc.

This is to certify that a meeting of the Board of Directors of Federal Transtel, Inc. held on the 10th day of December, 2001, the following resolution was adopted by the undersigned Sole Director:

RESOLVED, that the Corporation authorizes any of the officers of the Corporation to prepare, file and execute the Corporation's Petition for Relief provided in Title 11, United States Code, Chapter 11, and all of the necessary papers in connection therewith, in the United States Bankruptcy Court, Northern District of Georgia, Atlanta Division.

RESOLVED FURTHER, that any of the officers of the Corporation be and they hereby are authorized to do any other acts, execute all necessary documents and take any other steps in the name and in behalf of the Corporation necessary or appropriate to obtaining such relief, including the presentation of a Plan of Reorganization.

RESOLVED FURTHER, that any of the officers of the Corporation be and they hereby are authorized to retain as counsel for the Corporation in said proceeding Macey, Wilensky, Cohen, Wittner & Kessler, LLP.

Said resolution is still of full force and effect.



DANIEL NICHERIE

Dated: 12/10/01

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