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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002539240--8

-05/28/98--01067--006

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

American Metro Comm Corporation Fla
American Metro Comm Corporation of Alabama

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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MAY 28 1998


Thanks, Melanie ☺

CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS
OF AMERICAN METROCOMM CORPORATION

I, the undersigned, Dennis E. Kelly, do hereby certify that this Resolution of the Board of Directors of American MetroComm Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on May 14, 1998.

RESOLVED, that American MetroComm Corporation, organized and existing in the State of Delaware, hereby adopts the name American MetroComm Corporation of Delaware for use in Florida.

DATE: May 14, 1998


Dennis E. Kelly, Executive Vice
President and Secretary

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert E. Yaw, II

Address: 227 St. James Park

Osprey, Florida 34229

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

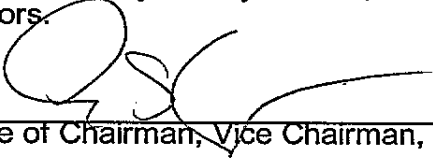
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary S. George, President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
American MetroComm Corporation**

The business of the Corporation shall be solely to develop, acquire, own, operate, lease, mortgage and/or sell property for or related to the carriage, transmission and/or processing of telecommunications, data, cable services or other intelligence by telegraph, telephone or other system of transmitting of intelligence and to do any and all things necessary or incidental to any of the foregoing to carry out and further the business of the Corporation as contemplated herein.

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APPENDIX TO FLORIDA
APPLICATION BY FGN. CORP. FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

**DIRECTORS OF
AMERICAN METROCOMM CORPORATION**

1. Robert E. Yaw, II Chairman*
227 St. James Park
Osprey, Florida 34229
2. William Weinhofer
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112
3. John Haven Chapman
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112
4. Gary S. George
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
American MetroComm Corporation**

1. Robert E. Yaw, II, Chief Executive Officer
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112
2. Gary S. George, President
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112
3. Dennis E. Kelly, Executive Vice President
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112
4. Dennis E. Kelly, Secretary
1615 Poydras Street, Suite 1050
New Orleans, Louisiana 70112

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN METROCOMM CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9080631

DATE:

05-14-98