

**CERTIFICATE OF INCUMBENCY AND AUTHORITY**

I, (TERRENCE J. FERGUSON), do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing opposite their name is the genuine signature of the representative; that the representative is duly authorized for and on behalf of said Corporation to execute and deliver any document between said Corporation and the **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** and all agreements and instruments in connection therewith, including without limitation, application for permits and similar documents, and that the execution and delivery of any such document, and all agreements and instruments in connection therewith for and on behalf of said Corporation is not prohibited by or in any manner restricted by the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said Corporation is a party or under which it is bound. I do further certify that the foregoing authority shall remain in full force and effect, and said **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** shall be entitled to reply upon same, until written notice of the modification, rescission or revocation of same, in whole or in part, has been delivered to said **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** but no such modification, rescission or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon the foregoing authority prior to the delivery to said **DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA** written notice of said modification, rescission or revocation. (MFS NETWORK TECHNOLOGIES) hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporate action or resolution to this effect.

<b>NAME(S) OF REPRESENTATIVE</b>	<b>TITLE(S) OF REPRESENTATIVE</b>	<b>POSITION(S) OF REPRESENTATIVE</b>	<b>SIGNATURE(S) OF REPRESENTATIVE</b>
<u>William B. Dawning</u>	<u>Project Manager</u>	_____	<u>William B. Dawning</u>
<u>Anthony J. Schirber</u>	<u>Project Engineer</u>	_____	<u>Anthony J. Schirber</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26<sup>th</sup> day of JULY, 1974.

SEAL

Terrence J. Ferguson  
Secretary

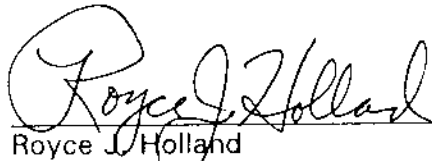
ATTEST: \_\_\_\_\_

**CONSENT ACTION  
OF THE  
BOARD OF DIRECTORS OF  
MFS NETWORK TECHNOLOGIES, INC.**

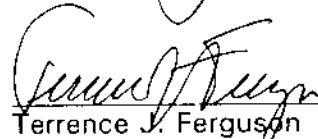
We are all of the directors of MFS Network Technologies, Inc., formerly named Kiewit Network Technologies, Inc., a Delaware corporation. Without a meeting, we consent in writing to the adoption of the following resolution as the action of this board of directors.

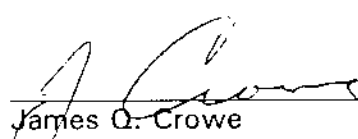
NOW, THEREFORE BE IT RESOLVED, that the President or any Vice President of this corporation be, and hereby is, authorized and directed to appoint the project manager as designated in writing and attached hereto, who shall have authorization to execute and deliver contracts and all related documents in connection with the Florida Department of Transportation Project.

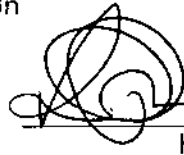
DATED: February 14, 1994

  
\_\_\_\_\_  
Royce J. Holland

  
\_\_\_\_\_  
R. Douglas Bradbury

  
\_\_\_\_\_  
Terrence J. Ferguson

  
\_\_\_\_\_  
James O. Crowe

  
\_\_\_\_\_  
Kevin P. Moersch

## MANAGEMENT

### Directors and Executive Officers

Set forth below are the names, ages and positions of the directors and executive officers of the Company:

<u>Name</u>	<u>Age</u>	<u>Position</u>
James Q. Crowe (1)(2) .....	43	Chairman of Board and Chief Executive Officer
Royce J. Holland (1) .....	44	President and Chief Operating Officer, Director
R. Douglas Bradbury .....	42	Senior Vice President, Treasurer and Chief Financial Officer
→ Terrence J. Ferguson .....	50	Senior Vice President, Secretary and General Counsel
Ronald R. Beaumont .....	44	Senior Vice President
Albert L. Fenn, Jr. ....	50	Senior Vice President
Andrew D. Lipman .....	41	Senior Vice President
Kevin P. Moersch .....	39	Senior Vice President
Kevin J. O'Hara .....	32	Senior Vice President
Kirby G. Pickle .....	36	Senior Vice President
Philip D. Hamlin .....	47	Vice President and Chief Engineer
Robert J. Ludvik .....	40	Vice President and Controller
Howard Gimbel (2) .....	61	Director
Richard R. Jaros (3) .....	41	Director
Robert E. Julian (3) .....	54	Director
David C. McCourt (2) .....	36	Director
Ronald W. Roskens .....	61	Director
Walter Scott, Jr. (1) .....	61	Director
Kenneth E. Stinson (2) .....	50	Director
Michael B. Yanney (3) .....	59	Director

- (1) Member of Executive Committee  
 (2) Member of Compensation Committee  
 (3) Member of Audit Committee

Directors of the Company are elected annually at the annual meeting of shareholders. The next annual meeting of shareholders is scheduled for May 1994. Officers of the Company are elected annually by the Board of Directors. The next election of officers will be at the first meeting of the Board of Directors following the next annual election of directors.

The Audit Committee reviews the services provided by the Company's independent auditors, consults with the independent auditors on audits and proposed audits of the Company and reviews the need for internal auditing procedures and the adequacy of internal controls. The Compensation Committee determines executive compensation and stock option awards. The Executive Committee exercises, to the maximum extent permitted by law, all powers of the Board of Directors between board meetings, except those functions assigned to specific committees. The Board of Directors may establish additional committees from time to time.

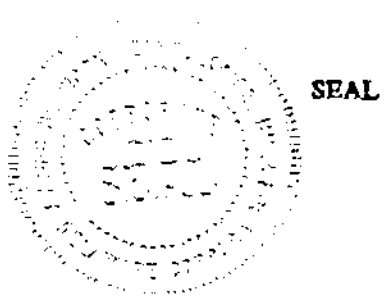
Certain of the Company's directors are also directors of KDG, PKS and certain of their affiliates. In addition, Mr. Crowe will devote an insignificant portion of his time to the development of new ventures for KDG, PKS and their other affiliates. See "Certain Transactions—Intercompany Agreements—Noncompetition Agreement." None of the executive officers has an employment agreement with the Company.

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NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>William B. Downing</u>	<u>Project Manager</u>	_____	<u>William B. Downing</u>
<u>Anthony J. Schirber</u>	<u>Project Engineer</u>	_____	<u>Anthony J. Schirber</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26<sup>th</sup> day of JULY, 1994.



Terrence J. Ferguson  
Secretary

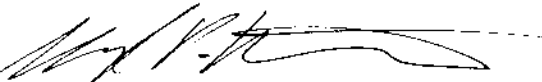
ATTEST: \_\_\_\_\_

March 18, 1994

Mr. Jerry Sasser MS32  
Florida Department of Transportation  
605 Swanny Street  
Tallahassee, FL 32399-0450

Bruce Downing shall be the project manager who is authorized to execute and deliver contracts and all related documentation in connection with the Florida Department of Transportation Project.

Sincerely,


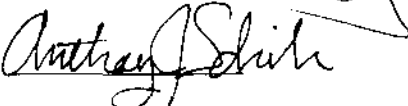


Hugh P. Morton, PE  
Senior Vice President  
Operations & Engineering

HPM:gc

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<u>William B. Downing</u>	<u>Project Manager</u>	_____	
<u>Tony Schirber</u>	<u>Project Engineer</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 30 day of March, 1994

  
Terrence J. Ferguson, Secretary

ATTEST:

