CERTIFICATE OF INCUMBENCY AND AUTHORITY

whose name, title, position and signature apper qualified and acting representative of said Corporative offices set opposite their name, that the sign genuine signature of the representative; that their behalf of said Corporation to execute and deliver at the DEPARTMENT OF TRANSPORTATION, STATION, S	tion and holds on the disture appearing oppose presentative is duly any document between TE OF FLORIDA and thout limitation, applicate terms of said Corporate, indenture or country in the formal of the first and on behalf of the terms of t	ected, or appointed, ate of this Certificate dite their name is the authorized for and on said Corporation and all agreements and atton for permits and a document, and all of said Corporation is ation's Certificate of atract to which said y that the foregoing TRANSPORTATION, aften notice of the seen delivered to said modification, recision suments executed or the delivery to said ten notice of said IES entative, and agrees
NAME(S) OF TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
William B. Downing Project Maringer		Lilling Elmio
Anthony J. Schirder Project Engineer		andry / Slater
IN WITNESS WHEREOF, I have hereunto set my han 26^{10} day of -3619 , 1994 .	d and affixed the seal of	said Corporation this
SEAL	Sec ATTEST:	retary Tayung

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

prun / pur

R. Douglas Bradbury

James Q. 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>	Age	Position
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. Ludvík	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

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.

⁽²⁾ Member of Compensation Committee

⁽³⁾ Member of Audit Committee

CERTIFICATE OF INCUMBENCY AND AUTHORITY

basa aaaa Alala -), do hereby certif	
whose name, title, p	osition and signature app	pears below is duly ele	cted, or appointed,
qualified and acting rep	presentative of said Corpor	ation and holds on the da	te of this Certificate
the offices set opposi-	te their name, that the sig	nature appearing opposi	te their name is the
genuine signature of the	he representative; that the	representative is duly a	uthorized for and on
behalf of said Corporat	ion to execute and deliver	any document between:	said Corporation and
the DEPARTMENT OF	F TRANSPORTATION, ST	ATE OF FLORIDA and	all agreements and
instruments in connec	tion therewith, including w	ithout limitation, applica	ition for permits and
similar documents, ai	nd that the execution an iments in connection there	g genvery of any such	fesid Corporation is
	any manner restricted by t		
	ews, or of any loan agree		
Corporation is a party	or under which it is bor	and. I do futher certify	that the foregoing
authority shall remain	in full force and effect, and	said DEPARTMENT OF	TRANSPORTATION,
	shall be entitled to repl		
modification, rescission	on or revocation of same, in	n whole or in part, has be	en delivered to said
	INSPORTATION, STATE O		
	any event, be effective v		
actions taken in reli	ance upon the foregoing	authority prior to th	e delivery to said
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NAME(S) OF REPRESENTATIVE Lilliam B. Down Anthony T. Schi	ttile(s) OF REPRESENTATIVE Inc. Project Manager Ther Project Engineer	POSITION(S) OF REPRESENTATIVE	SIGNATURES OF REPRESENTATIVE
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name(s) of representative Lilliam B. Down Anthony T. Schi In Witness whereo	TITLE(S) OF REPRESENTATIVE Inc. Project Marager Place Project Engineer OF, I have becents set my becar in the project of th	POSITION(S) OF REPRESENTATIVE	SEGNATURES OF REPRESENTATIVE Lilla Solution Charles Solution Said Corporation this



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. Morton, PE Senior Vice President Operations & Engineering

HPM:gc

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Terrence J. Ferguson, do hereby certify that the person 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, Inc. 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
William B. Downing	Project Manager		Lillia Bloming
Tony Schirber	Project Engineer		anthan Solish

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

Terrence J. Ferguson, Secretary

Carol Dicola

ATTEST:

03-29-1994 10:29AM 402 271 2889 P.03