



101130505

To the Honorable Commissioner of Patents and Trademarks or copy thereof.

1. Name of conveying party(ies):

PNV.Net, Inc.

- Individual
- General Partnership
- Corporation-State Delaware
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

PNV.net, Inc.
11711 NW 39th Street
Coral Springs, Florida 33065

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

8-26-99

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: July 28, 1999

4. Application number(s) or registration number(s)

A. Trademark Application No(s):

75/464,718; 75/679,722; 75/679,723; 75/592,444; 75/344,569; 75/344,568;
75/699,567; 75/701,072; 75/701,071; 75/699,525; 75/699,569; 75/699,568;
75/701,073; 75/344,566; 75/344,567

B. Trademark Registration No(s):

1,948,428; 2,240,772

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

James M. O'Connell, Esq.
Kilpatrick Stockton LLP
3737 Glenwood Avenue, Suite 400
Raleigh, North Carolina 27612

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-1435

DO NOT USE THIS SPACE

440E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James M. O'Connell
Name of Person Signing

Signature

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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400.00 DP

8-24-99

01 FC: 481
02 FC: 482

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PNV.NET, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2543635 8100

991318150

AUTHENTICATION: 9912467

DATE: 08-10-99

TRADEMARK
REEL: 001950 FRAME: 0422

071399

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
PNV.NET, INC.**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is PNV.Net, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

"The name of the corporation is PNV.net, Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on July 28, 1999.

PNV.NET, INC.

By: Stephen Conkling
Stephen Conkling, President

RALLJB01.516239.01

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
PNV.NET, INC.**

The undersigned, being all of the Directors of PNV.Net, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the Board of Directors of the Corporation:

AMENDMENT TO CERTIFICATE OF INCORPORATION

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to amend the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, subject to the approval of the Stockholders of the Corporation, the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the Corporation is PNV.net, Inc."

RESOLVED FURTHER, that, the Board of Directors hereby authorizes and directs the officers of the Corporation to submit to the Stockholders of the Corporation the foregoing amendment of the Certificate of Incorporation of the Corporation for approval by the written consent of the Stockholders; and

RESOLVED FURTHER, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the amendment of the Certificate of Incorporation as provided in the foregoing resolutions; and

RESOLVED FURTHER, that any actions of the officers or Directors of the Corporation taken prior to the date of this consent, which would be authorized by the foregoing resolutions if taken after the date hereof, be, and hereby are, ratified, adopted and approved as of the date such actions were taken.

(The remainder of this page is intentionally left blank.)

These actions and resolutions are effective as of the 13th day of July, 1999.

[Handwritten signature]

Jan Williams

Daniel O'Connell

Robert Chefitz

Thomas Hirschfeld

Richard Johnston

Robert May

These actions and resolutions are effective as of the 13th day of July, 1999.

Ian Williams



Robert Chofitz

Richard Johnston

Daniel O'Connell

Thomas Hirschfeld

Robert May

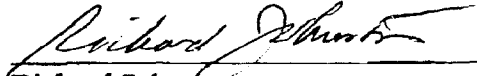
These actions and resolutions are effective as of the 13th day of July, 1999.

Ian Williams

Daniel O'Connell

Robert Chefitz

Thomas Hirschfeld



Richard Johnston

Robert May

These actions and resolutions are effective as of the 13th day of July, 1999.

Ian Williams

Daniel K. O'Connell

Daniel O'Connell

Robert Chefitz

Thomas Hirschfeld

Richard Johnston

Robert May

These actions and resolutions are effective as of the 13th day of July, 1999.

Ian Williams

Robert Chefitz

Richard Johnston

Daniel O'Connell



Thomas Hirschfeld

Robert May

These actions and resolutions are effective as of the 13th day of July, 1999.

Ian Williams

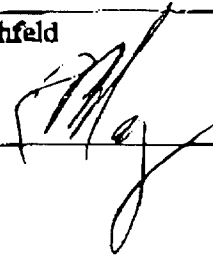
Daniel O'Connell

Robert Chefitz

Thomas Hirschfeld

Richard Johnston

Robert May



**WRITTEN CONSENT OF THE STOCKHOLDERS
OF
PNV.NET, INC.**

The undersigned, being all of the Stockholders of PNV.Net, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the Stockholders of the Corporation:

AMENDMENT TO CERTIFICATE OF INCORPORATION

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the Corporation is PNV.net, Inc."

RESOLVED FURTHER, that, to facilitate the amendment of the Certificate of Incorporation of the Corporation, each Stockholder hereby waives all covenants, if any, insofar as they relate to the amendment of the Corporation's Certificate of Incorporation.

These actions and resolutions are effective as of the 14th day of July, 1999.

PARK 'N VIEW GENERAL PARTNER, INC.

By: _____

Ian Williams, President

Ian Williams

Sam Hashman

**WRITTEN CONSENT OF THE STOCKHOLDERS
OF
PNV.NET, INC.**

The undersigned, being all of the Stockholders of PNV.Net, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the Stockholders of the Corporation:

AMENDMENT TO CERTIFICATE OF INCORPORATION

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the Corporation is PNV.net, Inc."

RESOLVED FURTHER, that, to facilitate the amendment of the Certificate of Incorporation of the Corporation, each Stockholder hereby waives all covenants, if any, insofar as they relate to the amendment of the Corporation's Certificate of Incorporation.

These actions and resolutions are effective as of the 14th day of July, 1999.

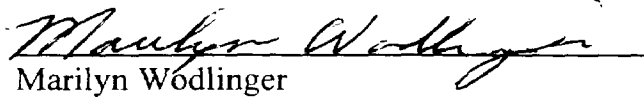
PARK 'N VIEW GENERAL PARTNER, INC.

By: _____
Ian Williams, President

Ian Williams


Sam Hashman


Mark L. Wodlinger


Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: _____
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: _____
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: _____
Monte Nathanson

APA EXCELSIOR IV, L.P.

By: APA EXCELSIOR IV PARTNERS, L.P.
(Its General Partner)

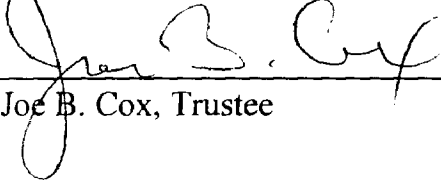
By: PATRICOF & CO. MANAGERS,
INC. (Its General Partner)

By: _____
Name: _____
Title: _____

Mark L. Wodlinger

Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: 
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: _____
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: _____
Monte Nathanson

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By: APA EXCELSIOR IV PARTNERS, L.P.
(Its General Partner)

By: PATRICOF & CO. MANAGERS,
INC. (Its General Partner)

By: _____
Name: _____
Title: _____

Mark L. Wodlinger

Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: _____
Joe B. Cox, Trustee

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Marilyn Wodlinger

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Joe B. Cox, Trustee

NELGO INVESTMENTS

By: _____
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: _____
Monte Nathanson

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By: APA EXCELSIOR IV PARTNERS, L.P.
(Its General Partner)

By: PATRICOF & CO. MANAGERS,
INC. (Its General Partner)

By: _____
Name: ROBERT M. CHEFITZ
Title: G.P.

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN
FOR APA EXCELSIOR IV/OFFSHORE, L.P.


By: PATRICOF & CO. VENTURES, INC.
INVESTMENT ADVISOR

By: _____
Name: _____
Title: _____

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.
(Its General Partner)

By: _____
Name: _____
Title: _____



Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND
MICHIGAN JUDGES RETIREMENT SYSTEM

By: _____
Name: _____
Title: _____

BENEFIT CAPITAL MANAGEMENT
CORPORATION, AS INVESTMENT MANAGER
FOR THE PRUDENTIAL INSURANCE CO. OF
AMERICA SEPARATE ACCOUNT NO.
VCA-GA-5298

By: _____
Name: _____
Title: _____

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.
INVESTMENT ADVISOR

By: _____
Name: _____
Title: _____

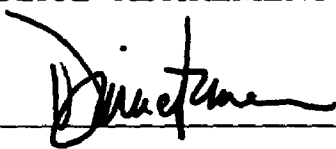
THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.
(Its General Partner)

By: _____
Name: _____
Title: _____

Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND
MICHIGAN JUDGES RETIREMENT SYSTEM

By:  _____
Name: _____
Title: David C. Turner, Administrator
Alternative Investments Division

BENEFIT CAPITAL MANAGEMENT
CORPORATION, AS INVESTMENT MANAGER
FOR THE PRUDENTIAL INSURANCE CO. OF
AMERICA SEPARATE ACCOUNT NO.
VCA-GA-5298

By: _____
Name: _____
Title: _____

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.
INVESTMENT ADVISOR

By: _____
Name: _____
Title: _____

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.
(Its General Partner)

By: _____
Name: _____
Title: _____

Michael Willner

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES'
RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND
MICHIGAN JUDGES RETIREMENT SYSTEM

By: _____
Name: _____
Title: _____

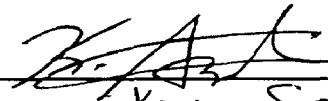
BENEFIT CAPITAL MANAGEMENT
CORPORATION, AS INVESTMENT MANAGER
FOR THE PRUDENTIAL INSURANCE CO. OF
AMERICA SEPARATE ACCOUNT NO.
VCA-GA-5298

By: Sue DeCarlo
Name: Sue DeCarlo
Title: Sr VP + CFO Benefit Capital


CREDIT SUISSE (GUERNSEY) LTD. AS
TRUSTEE OF DYNAMIC GROWTH FUND II

By: _____
Name: _____
Title: _____

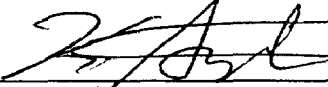
CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-1(A)
INVESTMENT FUND

By:  _____
Name: Kenji Suzuki
Title: Director

CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-1(B)
INVESTMENT FUND

By:  _____
Name: Kenji Suzuki
Title: Director

CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-2
INVESTMENT FUND

By:  _____
Name: Kenji Suzuki
Title: Director

THE HILLMAN COMPANY

By: _____
Name: _____
Title: _____

CREDIT SUISSE (GUERNSEY) LTD. AS
TRUSTEE OF DYNAMIC GROWTH FUND II

By: _____
Name: _____
Title: _____

CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-1(A)
INVESTMENT FUND

By: _____
Name: _____
Title: _____

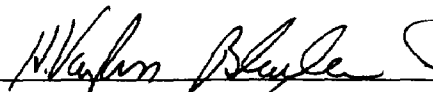
CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-1(B)
INVESTMENT FUND

By: _____
Name: _____
Title: _____

CSK VENTURE CAPITAL CO., LTD., AS
INVESTMENT MANAGER FOR CSK-2
INVESTMENT FUND

By: _____
Name: _____
Title: _____

THE HILLMAN COMPANY

By: 
Name: H. Vaughan Blaxter, III
Title: Vice President

VENHILL LIMITED PARTNERSHIP

By: Howard B. Hillman
Name: Howard B. Hillman
Title: General Partner
Venhill Limited Partnership

JULIET CHALLENGER, INC.

By: _____
Name: _____
Title: _____

HENRY L. HILLMAN, ELSIE HILLIARD
HILLMAN AND C. G. GREFENSTETTE,
TRUSTEES OF THE HENRY L. HILLMAN
TRUST U/A DATED 11/18/85

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR JULIET LEA HILLMAN

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR AUDREY HILLIARD HILLMAN

By: _____
Name: _____
Title: _____

VENHILL LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

JULIET CHALLENGER, INC.

By: Andrew H McQuarrie
Name: Andrew H. McQuarrie
Title: Vice President

HENRY L. HILLMAN, ELSIE HILLIARD
HILLMAN AND C. G. GREFENSTETTE,
TRUSTEES OF THE HENRY L. HILLMAN
TRUST U/A DATED 11/18/85

By: _____
Name: _____
Title: _____

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By: _____
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VENHILL LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

JULIET CHALLENGER, INC.

By: _____
Name: _____
Title: _____

HENRY L. HILLMAN, ELSIE HILLIARD
HILLMAN AND C. G. GREFENSTETTE,
TRUSTEES OF THE HENRY L. HILLMAN
TRUST U/A DATED 11/18/85

By: C. G. Grefenstette
Name: _____
Title: TRUSTEE

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR JULIET LEA HILLMAN

By: C. G. Grefenstette
Name: Thomas Bigley
Title: TRUSTEES

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR AUDREY HILLIARD HILLMAN

By: C. G. Grefenstette
Name: Thomas Bigley
Title: TRUSTEES

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR HENRY LEA HILLMAN, JR.

By: C. G. Grefenstette
Name: Th. Bigley
Title: TRUSTEE

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR WILLIAM TALBOTT HILLMAN

By: C. G. Grefenstette
Name: Th. Bigley
Title: TRUSTEE

WINFIELD CAPITAL CORP.

By: _____
Name: _____
Title: _____

ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR HENRY LEA HILLMAN, JR.

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR WILLIAM TALBOTT HILLMAN

By: _____
Name: _____
Title: _____

WINFIELD CAPITAL CORP.

By: Paul A. Terlin
Name: Paul A. Terlin
Title: Chief Executive Officer

ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR HENRY LEA HILLMAN, JR.

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR WILLIAM TALBOTT HILLMAN

By: _____
Name: _____
Title: _____

WINFIELD CAPITAL CORP.

By: _____
Name: _____
Title: _____

ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP

By: *Nancy Palmer*
Name: *Nancy Palmer*
Title: *Asst Secretary of Abs. Brown Investments*
GP of the Partnership

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR HENRY LEA HILLMAN, JR.

By: _____
Name: _____
Title: _____

C.G. GREFENSTETTE AND THOMAS G.
BIGLEY, TRUSTEES U/A/T DATED 8/28/68
FOR WILLIAM TALBOTT HILLMAN

By: _____
Name: _____
Title: _____

WINFIELD CAPITAL CORP.

By: _____
Name: _____
Title: _____

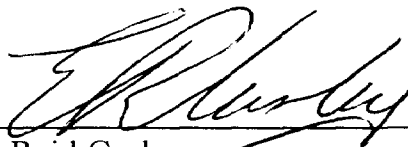
ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: Fredak Hallock
Name: Fredak Hallock
Title: Vice President



E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: _____

Name: _____

Title: _____

Michael J. DelCollo and Louise DelCollo JT WROS

Gail G. Dougherty

Michael K. Farr

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE
RICHARD HEFTEL LIVING TRUST DATED
01/09/96

By: _____

Richard Heftel, Trustee

Leon Kaplan and Mary Buckley Kaplan JT WROS

Robert Klein and/or Myriam Gluck,
as Tenants-by-Entirety

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: Janet E Cole
Name: Garret E Cole
Title: Treasurer

Michael J. DelCollo and Louise DelCollo JT WROS

Gail G. Dougherty

Michael K. Farr

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE
RICHARD HEFTEL LIVING TRUST DATED
01/09/96

By: _____
Richard Heftel, Trustee

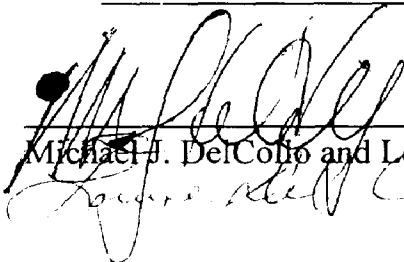
Leon Kaplan and Mary Buckley Kaplan JT WROS

Robert Klein and/or Myriam Gluck,
as Tenants-by-Entirety

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: _____
Name: _____
Title: _____



Michael J. DelCollo and Louise DelCollo JT WROS

Gail G. Dougherty

Michael K. Farr

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE
RICHARD HEFTEL LIVING TRUST DATED
01/09/96

By: _____
Richard Heftel, Trustee

Leon Kaplan and Mary Buckley Kaplan JT WROS

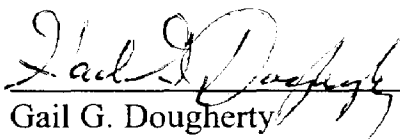
Robert Klein and/or Myriam Gluck,
as Tenants-by-Entirety

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: _____
Name: _____
Title: _____

Michael J. DelCollo and Louise DelCollo JT WROS



Gail G. Dougherty

Michael K. Farr

Kelly E. Green

RICHARD HEFTEL AS TRUSTEE OF THE
RICHARD HEFTEL LIVING TRUST DATED
01/09/96

By: _____
Richard Heftel, Trustee

Leon Kaplan and Mary Buckley Kaplan JT WROS

Robert Klein and/or Myriam Gluck,
as Tenants-by-Entirety

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

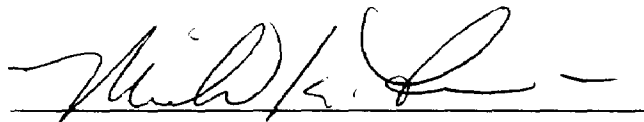
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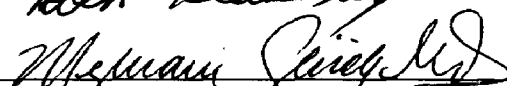
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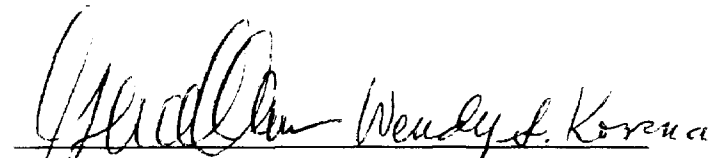
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Gerald Korman & Wendy S. Korman,
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James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

FOUNDATION PARTNERS FUND, G.P.

By: _____
Name: _____
Title: _____

TENNYSON PRIVATE PLACEMENT
OPPORTUNITY FUND, LLC

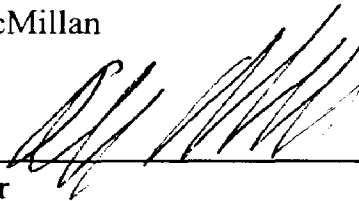
By: _____
Name: _____
Title: _____

J. Allen Dougherty TTEE UTD 12/22/97
FBO Peter Wetherill I

Gerald Korman & Wendy S. Korman,
as Tenants-by-Entirety

James C. McMillan

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Alan Meltzer

SPIEGEL ENTERPRISES

By: 
Name: MARK A. SPIEGEL
Title: GENERAL PARTNER

TAMPSCO PARTNERSHIP XII

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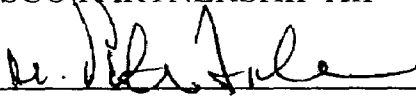
James C. McMillan

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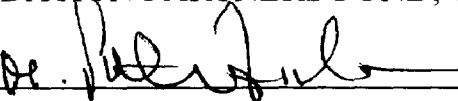
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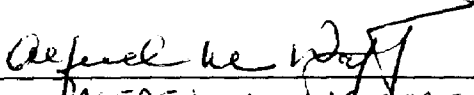
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Title: _____

TENNYSON PRIVATE PLACEMENT
OPPORTUNITY FUND, LLC

By: 
Name: ALFRED M. WOLFERT
Title: MANAGING MEMBER

J. Allen Dougherty TTEE UTD 12/22/97
FBO Peter Wetherili I

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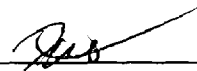
TENNYSON PRIVATE PLACEMENT
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By: _____
Name: _____
Title: _____

J. Allen Dougherty, Trustee

J. Allen Dougherty TTEE UTD 12/22/97
FBO Peter Wetherill I

TRI VENTURES

By: 
Name: James A. Lustig
Title: Partner

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

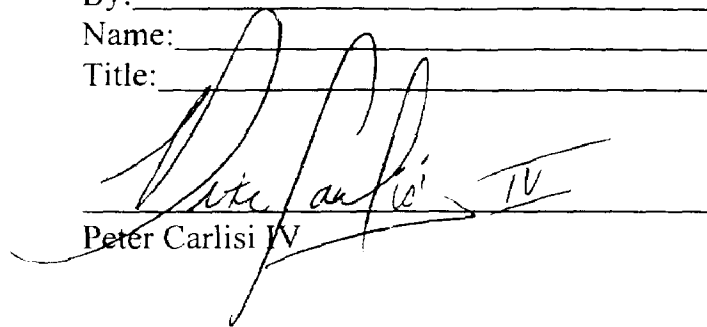
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Name: _____
Title: _____

TRI VENTURES

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Name: _____

Title: _____


Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
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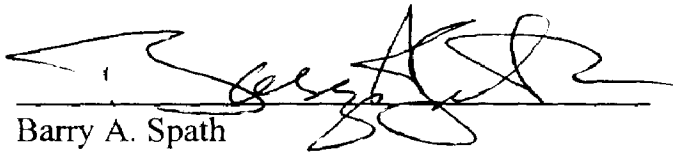
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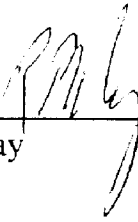
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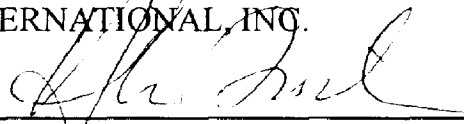
Title: _____

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By:  _____

Name: HOWARD M. FISCHER

Title: PRESIDENT