

2-8-00

RECORDATIO
TRADE

02-25-2000

U.S. Department of Commerce

Patent and Trademark Office



ref.

To the Honorable Commissioner of Patents and Trademarks: Please re

RECEIVED

101275577

1. Name of conveying party(ies):

PNV.net, Inc.

FEB -8 PM 2: 25

OPR/FINANCE

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

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

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

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

party(ies):

3. Nature of conveyance:

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

Execution Date: November 3, 1999

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

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

A. Trademark Application No(s):
75/826,321

B. Trademark Registration No(s):

Additional numbers attached? Yes No

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

A. Jose Cortina, Esq.
Kilpatrick Stockton LLP
3737 Glenwood Avenue, Suite 400
Raleigh, North Carolina 27612

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-1435

DO NOT USE THIS SPACE

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

A. Jose Cortina
Name of Person Signing

Signature

February 2, 2000
Date

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

02/24/2000 DMGUYEN 00000284 75826321

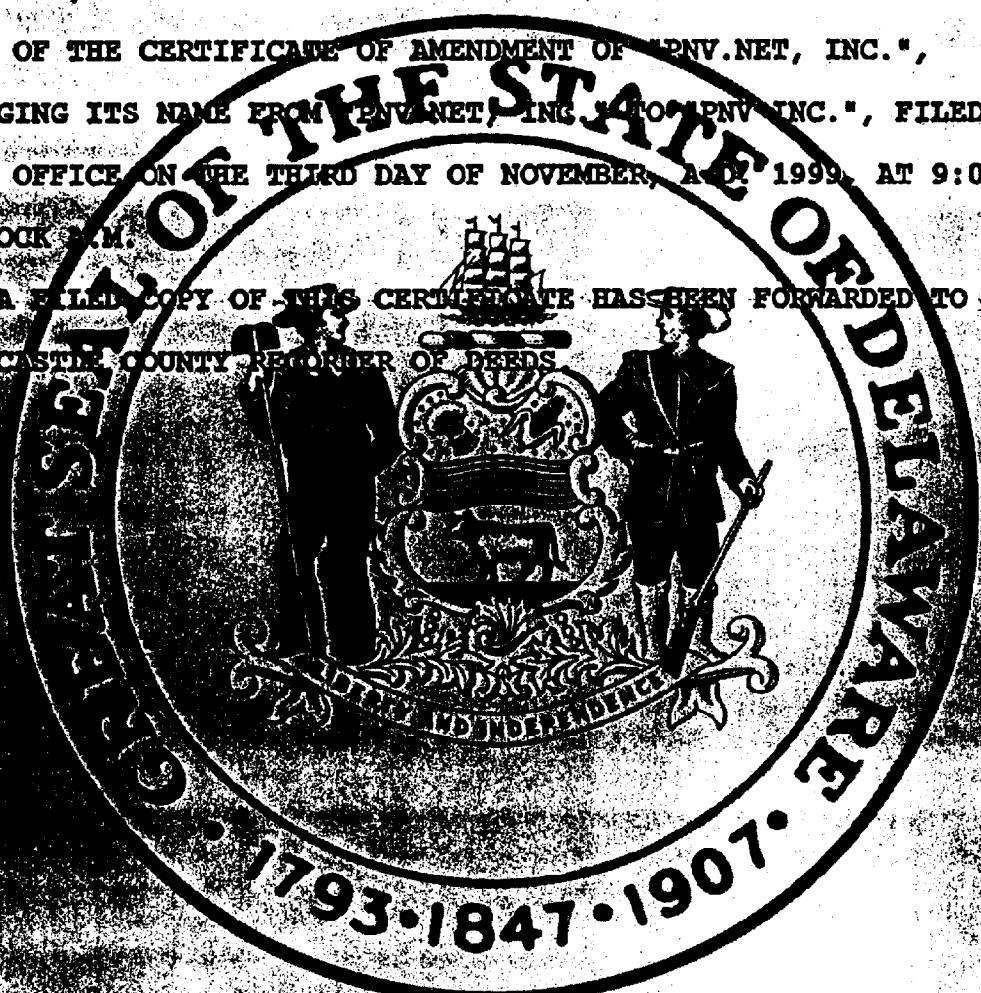
01.FE+481.545.01

40.00 DP

TRADEMARK
REEL: 002026 FRAME: 0036

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.", CHANGING ITS NAME FROM "PNV.NET, INC." TO "PNV, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 9:04 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2513335 3400
091187152

AUTHENTICATION 0051335
DATE 11-03-99

101099

**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 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 November 3, 1999.

PNV.NET, INC.

By: _____

Robert F. [Signature]
CEO

RALLIB01:523444.01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:04 AM 11/03/1999
201457152 - 2543635

121699

PNV INC.

SECRETARY'S CERTIFICATE

The undersigned, Anthony W. Allen, Secretary of PNV Inc., a Delaware Corporation (the "Corporation"), hereby certifies as follows:

(1) Attached hereto as Exhibit A is a true, correct and complete copy of resolutions regarding the change of the name of the Corporation to PNV Inc., which resolutions were duly and lawfully adopted by the Board of Directors of the Corporation at a meeting held October 25, 1999, and such resolutions are in full force and effect as of the date hereof and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto set my signature as of the 16th day of December, 1999.



Anthony W. Allen, Secretary

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
PNV.NET, INC.**

CERTIFICATE OF AMENDMENT

WHEREAS, the Board of Directors deems it to be 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 the Board of Directors hereby recommends to the stockholders of the Corporation that the Certificate of Incorporation of the Corporation be 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 Inc."

RESOLVED, that this proposed Amendment to the Certificate of Incorporation (the "Certificate of Amendment") be submitted to the vote of the stockholders of the Corporation by written consent; and further

RESOLVED, that, upon approval of the proposed Certificate of Amendment by the stockholders, the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Certificate of Amendment in such form as, upon advice of counsel, the officers executing the Certificate of Amendment shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon approval of the proposed Certificate of Amendment by the stockholders, 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 proposed Certificate of Amendment; and further

RESOLVED, that any actions of the officers of the Corporation taken prior to the date hereof, 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.

**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:

CERTIFICATE OF AMENDMENT

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 (the "Certificate of Amendment").

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 Inc."

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Certificate of Amendment in substantially the form attached hereto as Exhibit A, with such changes as, upon advice of counsel, the officers executing the Certificate of Amendment shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that 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 proposed Certificate of Amendment; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, 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

**AMENDMENT TO SERIES A PREFERRED STOCK
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations (the "Series A Certificate of Designations") relating to the Series A Preferred Stock of the Corporation (the "Series A Stock") was filed with

the Delaware Secretary of State on October 30, 1995 and was amended on November 12, 1996 on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B 7% Cumulative Convertible Preferred Stock (the "Series B Stock"), the holders of the Series C 7% Cumulative Convertible Preferred Stock (the "Series C Stock") and the holders of the Series D 7% Cumulative Convertible Preferred Stock (the "Series D Stock") deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series A Certificate of Designations as provided in the Certificate of Amendment to the Series A Certificate of Designations, substantially in the form attached hereto as Exhibit B (the "Series A Certificate Amendment").

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series A Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series A Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that 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 foregoing resolutions; and further

RESOLVED, 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.

**AMENDMENT TO
SERIES B 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series B Certificate of Designations") of the Series B Stock of the Corporation was filed with the Delaware Secretary of State on November 12, 1996 and was amended on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series B

Certificate of Designations as provided in the amendment to the Series B Certificate of Designations, substantially in the form attached hereto as Exhibit C (the "Series B Certificate Amendment").

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series B Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series B Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that 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 foregoing resolutions; and further

RESOLVED, 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.

**AMENDMENT TO
SERIES C 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series C Certificate of Designations") of the Series C Stock was filed with the Delaware Secretary of State on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series C Certificate of Designations and to amend the Series C Certificate of Designations to delete, until March 31, 2000, the adjustment to the conversion rate of the Series C Stock in the event of a public offering of the Corporation's Common Stock at a price equal to or greater than \$13.00 per share as provided in the amendment to the Series C Certificate of Designations, substantially in the form attached hereto as Exhibit D (the "Series C Certificate Amendment"); and

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series C Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series C Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that 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 foregoing resolutions; and further

RESOLVED, 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.

**AMENDMENT TO
SERIES D 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series D Certificate of Designations") of the Series D Stock of the Corporation was filed with the Delaware Secretary of State on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series D Certificate of Designations and to increase the number of shares of the Corporation's Common Stock that the Corporation may issue pursuant to a public offering from 3,500,000 to 3,750,000 shares as provided in the amendment to the Series D Certificate of Designations, substantially in the form attached hereto as Exhibit E (the "Series D Certificate Amendment"); and

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series D Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series D Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that 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 foregoing resolutions; and further

RESOLVED, 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.

WAIVERS

WHEREAS, the Securities Restriction Agreement, dated as of November 13, 1996, as amended (the "Securities Restriction Agreement") confers certain rights of co-sale to the holders of the Series A, Series B, Series C and Series D Preferred Stock prior to a "Qualifying Offering"; and

WHEREAS, the Amended and Restated Securityholders' Agreement and Exchange Agreement, dated as of November 13, 1996, as amended (the "Securityholders' Agreement") confers certain rights of first refusal to certain holders of the Corporation's Common Stock and to the holders of the Series A, Series B, Series C and Series D Preferred Stock on sales of the Corporation's capital stock other than pursuant to a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering"; and

WHEREAS, in connection with a proposed initial public offering of the Corporation's Common Stock (the "Initial Public Offering"), the Board of Directors has determined that it is in the best interest of the Corporation to obtain from certain holders of the Corporation's Common Stock and the holders of the Series A, Series B, Series C and Series D Preferred Stock certain waivers relating to the definition of a "Qualifying Offering" pursuant to the Securities Restriction Agreement and the definitions of a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering" pursuant to the Securityholders' Agreement.

NOW, THEREFORE, it is hereby:

RESOLVED, that, notwithstanding any term or condition to the contrary under the Securities Restriction Agreement, until March 31, 2000, the Initial Public Offering will for all purposes related to the Securities Restriction Agreement constitute a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering"; and further

RESOLVED, that, notwithstanding any term or condition to the contrary under the Securityholders' Agreement, until March 31, 2000, the Initial Public Offering will for all purposes related to the Securityholders' Agreement constitute a "Qualifying Offering."

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment and restatement to the Certificate of Incorporation of the Corporation (the "Amended and Restated Certificate"), subject to (i) the conversion of the Series B Stock, the Series C Stock, and the Series D Stock in connection with an initial public offering of the Corporation's Common Stock; and (ii) the redemption of the Series A Stock in connection with an initial public offering of the Corporation's Common Stock (collectively referred to herein as the "Conditions").

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, upon the occurrence of the Conditions, the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated in the form attached hereto as Exhibit F; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Amended and Restated Certificate, with such changes as, upon advice of counsel, the officers executing the Amended and Restated Certificate shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon the occurrence of the Conditions, 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 proposed Amended and Restated Certificate; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, 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.

AMENDED AND RESTATED BYLAWS

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment and restatement to the Bylaws of the Corporation, subject to the occurrence of the Conditions (the "Restated Bylaws").

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, upon the occurrence of the Conditions, the Bylaws of the Corporation be, and hereby are, amended and restated in the form attached hereto as Exhibit G; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver the Restated Bylaws, with such changes as, upon advice of counsel, the officers executing the Restated Bylaws shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon the occurrence of the Conditions, 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 proposed Restated Bylaws; and further


RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, 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.)

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the ____ day of October, 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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the ____ day of October, 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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the ____ day of October, 1999.

PARK 'N VIEW GENERAL PARTNER, INC.

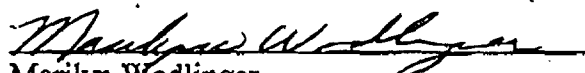
By: _____
Ian Williams, President

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the ____ day of October, 1999.

PARK 'N VIEW GENERAL PARTNER, INC.

By: _____
Ian Williams, President

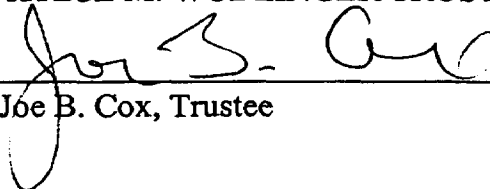
Ian Williams

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the ____ day of October, 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*
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: _____
Monte Nathanson

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

These actions and resolutions are effective as of the 31 day of October, 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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: ROBERT Chelitz
Title: G.P.


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

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

By: 
Name: Robert Chelitz
Title: G.P.

THE P/A FUND, L.P.

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

By: 
Name: Robert Chelitz
Title: G.P.

Michael Willner

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: _____

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: _____

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: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: Joe DeCarlo
Name: Joe 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: _____
Title: _____

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

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

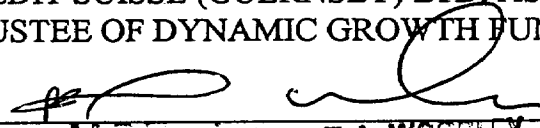
STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES' RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND MICHIGAN JUDGES RETIREMENT SYSTEM

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: _____

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

By:  _____
Name: M. D. ... T.J. WOOLLEY
Title: ASST. V.P.

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: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: _____

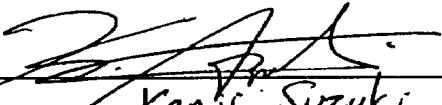
CREDIT SUISSE (GUERNSEY) LTD. AS TRUSTEE OF DYNAMIC GROWTH FUND II

By: _____
Name: _____
Title: _____

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

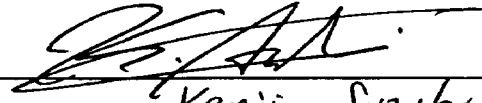
By: 
Name: Kenji Suzuki
Title: Director

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

By: 
Name: Kenji Suzuki
Title: Director

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**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: _____

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: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

By: _____
Name: _____
Title: _____

THE HILLMAN COMPANY

By: *Lawrence M. Wagner*
Name: Lawrence M. Wagner
Title: President

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: _____
Name: C. G. Grefenstette
Title: Trustee

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

By: _____
Name: _____
Title: _____

THE HILLMAN COMPANY

By: _____
Name: _____
Title: _____

VENHILL LIMITED PARTNERSHIP

By: Howard B. Hillman
Name: _____
Title: General Partner

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: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

By: _____
Name: _____
Title: _____

THE HILLMAN COMPANY

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: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

By: _____
Name: _____
Title: _____

THE HILLMAN COMPANY

By: _____
Name: _____
Title: _____

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: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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 G. Bigley
Title: _____

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

By: C. G. Grefenstette
Name: Audrey Hilliard
Title: _____

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: Thomas G. Bigley
Title: _____

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

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

WINFIELD CAPITAL CORP.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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: _____

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. Texlin
Name: Paul A. Texlin
Title: Chief Executive Officer

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: *[Signature]*
Name: Margaret Mary V. Preston
Title: VP of Alex. Brown Investments Inc.
GP of the Partnership

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP**

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: Frieda K. Hallock
Name: Frieda K. Hallock
Title: VP

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

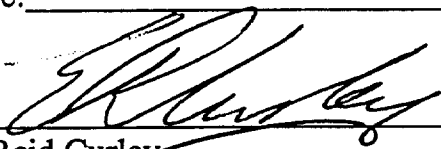
ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____



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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: Garret 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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

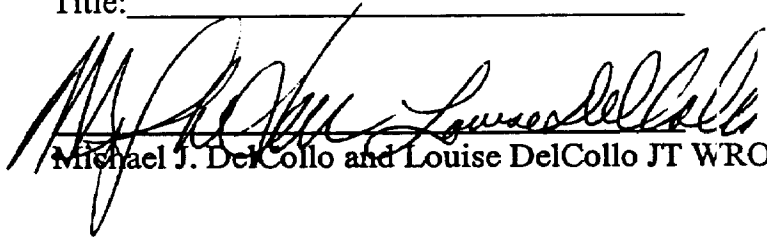
ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP**

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

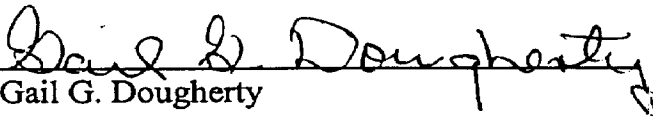
By: _____
Name: _____
Title: _____

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**ABS EMPLOYEES' VENTURE FUND LIMITED
PARTNERSHIP**

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

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

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

E. Reid Curley

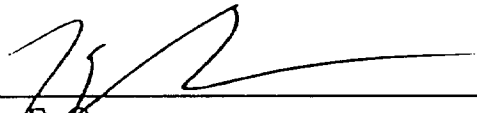
GALEN COLE FAMILY FOUNDATION

By: _____
Name: _____
Title: _____

Michael J. DelCollo and Louise DelCollo JT WROS

Gail G. Dougherty

Michael K. Farr



Kelly E. Green

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

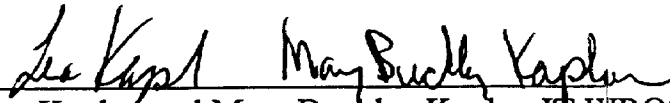
TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**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

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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**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
Myriam Gluck

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

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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

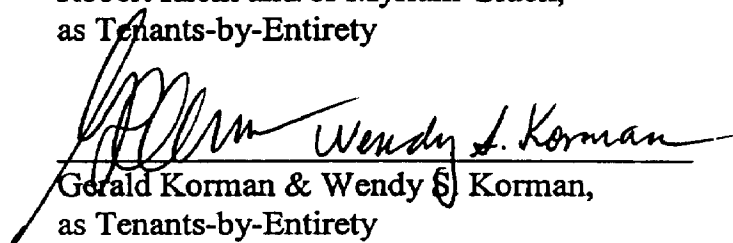
SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**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



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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

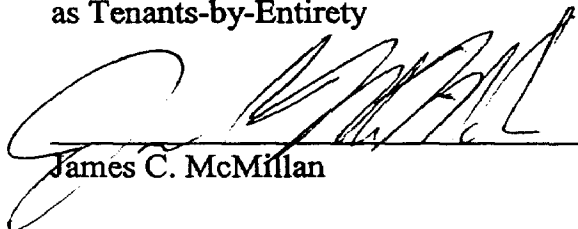
**RICHARD HEFTEL AS TRUSTEE OF THE
RICHARD HEFTEL LIVING TRUST DATED
01/09/96**

By: _____
Richard Heftel, Trustee

Leon Kaplan and Mary Buckley Kaplan JT WROS

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

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



James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

**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

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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

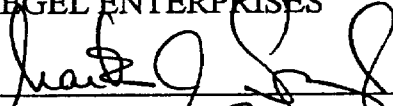
Robert Klein and/or Myriam Gluck,
as Tenants-by-Entirety

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

James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES

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

TAMPSCO PARTNERSHIP XII

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

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

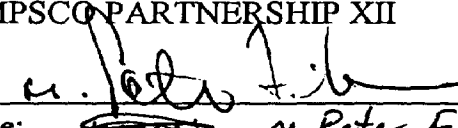
James C. McMillan

Alan Meltzer

SPIEGEL ENTERPRISES


By: _____
Name: _____
Title: _____

TAMPSCO PARTNERSHIP XII

By: 
Name: ~~_____~~ M. Peter Fischer
Title: Managing Partner,
TampSCO Partnership II, Managing
Partner of TampSCO Partnership XII

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

FOUNDATION PARTNERS FUND, G.P.

By: 
Name: M. Peter Fischer
Title: President, Deer Creek Foundation,
General Partner

TENNYSON PRIVATE PLACEMENT
OPPORTUNITY FUND, LLC

By: _____
Name: _____
Title: _____

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

TRI VENTURES

By: _____
Name: _____
Title: _____

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

FOUNDATION PARTNERS FUND, G.P.

By: _____
Name: _____
Title: _____

TENNYSON PRIVATE PLACEMENT
OPPORTUNITY FUND, LLC

By: Alfred M. Walpert
Name: ALFRED M. WALPERT
Title: MANAGING MEMBER

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

TRI VENTURES

By: _____
Name: _____
Title: _____

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____


SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

TRI VENTURES

By: _____
Name: _____
Title: _____

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

TRI VENTURES

By: _____
Name: James A. Lustig
Title: Partner

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

FOUNDATION PARTNERS FUND, G.P.

By: _____
Name: _____
Title: _____

TENNYSON PRIVATE PLACEMENT
OPPORTUNITY FUND, LLC

By: _____
Name: _____
Title: _____

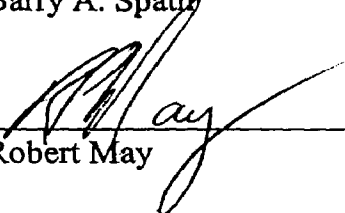
J. Allen Dougherty TTEE UTD 12/22/97
FBO Peter Wetherill I

TRI VENTURES

By: _____
Name: _____
Title: _____

Peter Carlisi IV

Barry A. Spath



Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

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

TRI VENTURES

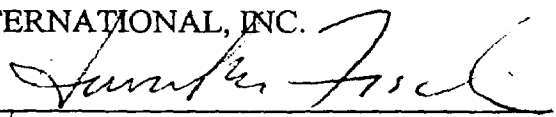
By: _____
Name: _____
Title: _____

Peter Carlisi IV

Barry A. Spath

Robert May

HOWARD FISCHER ASSOCIATES
INTERNATIONAL, INC.

By: 
Name: HOWARD M. FISCHER
Title: PRESIDENT

FAX COVER SHEET

TO: JIM O'CONNELL
FAX NO.: 919.420.1800
FROM: PNV STOCKHOLDER
DATE: OCTOBER 27, 1999
RE: STOCKHOLDER CONSENT

Attached is my signature page to the Stockholder Consent. The original will follow in the federal express envelope you provided.

I understand that my enclosed signature is
subject to a side agreement making it clear
that all amendments are waived only through
March 31, 2000.

Thanks

Jay M. Green

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABRY BROADCAST PARTNERS III, L.P.

By: _____
Name: John M. Green
Title: _____

HALPERN DENNY FUND II, L.P.

By: _____
Name: _____
Title: _____

CUMMINS ENGINE COMPANY, INC.

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABRY BROADCAST PARTNERS III, L.P.

By: _____
Name: _____
Title: _____

HALPERN DENNY FUND II, L.P.

By: _____
Name: _____
Title: _____

CUMMINS ENGINE COMPANY, INC.

By: _____
Name: _____
Title: _____

BURSON-MARSTELLER

By: _____
Name: _____
Title: _____

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

ABRY BROADCAST PARTNERS III, L.P.

By: _____
Name: _____
Title: _____

HALPERN DENNY FUND II, L.P.

By: _____
Name: _____
Title: _____

CUMMINS ENGINE COMPANY, INC.

By: Mark J. Moody
Name: Mark J. Moody
Title: VP - AUTOMOTIVE ENGINE BUSINESS