

**CERTIFICATE**

Regarding the election of Directors, FeeSimpleHosting, Inc.

December 6, 2001

I, John W. Tagge, Secretary of FeeSimpleHosting, Inc certify that at the First Meeting of Shareholders of FeeSimpleHosting, Inc., all holders of issued and outstanding Class B shares being present and voting, the following action was taken as shown in the minutes of that meeting:

“The Secretary reported that shareholders holding 100% of all authorized and issued shares of both classes of the Corporation’s stock were present and prepared to vote, establishing a quorum.

“The Chairman announced that it was now in order to elect directors of the Corporation. Upon nominations duly made and seconded, the following persons were unanimously elected Directors for a term of one year or until their successors are elected: Perry Hamilton, Robert B. Scherer, Patrick L. Vaden, and John W. Tagge.”

John W. Tagge

S/ John W. Tagge

Secretary