

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6178

Joint Petition of Telecom Resources, Inc.)
and Advanced Communications Group, Inc. for)
Approval of Agreement and Plan of Merger)

CERTIFICATE OF CONSENT ISSUED
PURSUANT TO 30 V.S.A. SECTION 109

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of ACG Acquisition Corporation, a wholly-owned special purpose subsidiary of Advanced Communications Group, Inc. ("ACG"), with and into Telecom Resources, Inc. ("TRI") and the resulting establishment of TRI as a subsidiary of ACG, will promote the public good. Petitioner shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.

DATED at Montpelier, Vermont, this 3rd day of March, 1999.

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s/ Suzanne D. Rude) PUBLIC SERVICE
_____) BOARD
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s/ David C. Coen) OF VERMONT
_____)

OFFICE OF THE CLERK

FILED: MARCH 3, 1999

ATTEST: s/ Susan M. Hudson
 Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board of any technical errors, in order that any necessary corrections may be made.