STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6355

Joint Petition of Z-Tel Technologies, Inc.)
and Touch 1 Communications, Inc. for)
Approval of Transfer of Control)

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 Touch 1 Communications, Inc. ("Touch 1") with and into Z-Tel Merger Subsidiary ("Merger Sub"), a wholly-owned special purpose subsidiary of Z-Tel Technologies, Inc. ("ZTT"), and the resulting establishment of Touch 1 as a subsidiary of ZTT, 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 30th day of March, 2000.

s/Michael H. Dworkin)
) PUBLIC SERVICE
)
s/Suzanne D. Rude) BOARD
)
) OF VERMONT
s/David C. Coen)

OFFICE OF THE CLERK

FILED: March 30, 2000

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 (by e-mail, telephone, or mail)of any technical errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us)