

DEC 30 2005

Boise Idaho

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RETIRED  
*\*Licensed in California*

December 30, 2005

VIA HAND DELIVERY

Jean Jewell, Secretary  
Idaho Public Utilities Commission  
472 W. Washington Street  
P. O. Box 83720  
Boise, ID 83720-0074

DCM-T-05-02

RE: Direct Communications Rockland's Application. Direct Communications, Rockland requests that the Commission issue an Order approving reissuance of capital stock on or before January 19, 2006.

Dear Jean:

As delineated in my December 20, 2005 cover letter for the filing of the above-referenced Application, I am enclosing an original and four copies of Direct Communications, Rockland's fully executed Resolution approving reissuance of capital stock as Exhibit A to that Application.

Additionally, as requested by Terri Carlock, I am enclosing a check for \$56.25 for the additional fee due for the filing of this Application.

Please let me know if you have any questions. Thank you for your help.

Very truly yours,

Conley Ward

CEW/snh  
enclosures

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Boise, Idaho

**UNANIMOUS CONSENT RESOLUTION OF BOARD OF DIRECTORS  
OF DIRECT COMMUNICATIONS ROCKLAND, INC.**

THE UNDERSIGNED, being the Board of Directors (the "Directors") of DIRECT COMMUNICATIONS ROCKLAND, INC., an Idaho corporation (the "Corporation"), do hereby consent to, adopt and approve in writing the following corporate action without a meeting and in accordance with the general corporate laws of the State of Idaho and the constituent documents of the Corporation:

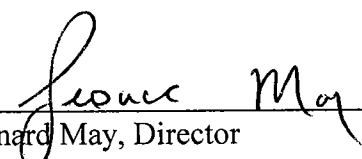
WHEREAS, the Corporation is presently authorized to issue 50,000 shares of common stock and has presently issued all 50,000 shares of its common stock, 25,000 to each of its two sole shareholders, Leonard May and Marilyn May (the "Shareholders"); and

WHEREAS, the Shareholders desire to increase the total number of authorized shares of the Corporation to 1,000,000, consisting of 100,000 shares of voting common stock and 900,000 shares of nonvoting common stock; and

WHEREAS, after such increase in the number of total authorized shares, the Shareholders each desire to convert their existing 25,000 shares of common stock to 5,000 shares of voting common stock and 45,000 shares of nonvoting common stock, or a total of 50,00 shares each, after which the total number of issued shares of the Corporation would be 100,000, consisting of 10,000 shares of voting common stock and 90,000 shares of nonvoting common stock.

NOW THEREFORE, BE IT RESOLVED, that the undersigned Directors approve the contemplated increase in authorized shares as set forth above

DATED effective as of the 30<sup>th</sup> day of December, 2005.

  
\_\_\_\_\_  
Leonard May, Director

  
\_\_\_\_\_  
Marilyn May, Director

Idaho Public Utilities Commission  
Office of the Secretary  
RECEIVED

DEC 30 2005

Boise, Idaho

## SECRETARY'S CERTIFICATE

I, Marilyn May, do hereby certify as follows:

1. I am the secretary of Direct Communications Rockland, Inc. (hereinafter called the "Corporation");
2. Attached hereto is a true and correct copy of the Unanimous Consent Resolution of Board of Directors of Direct Communications Rockland, Inc. ("Consent Resolution"), dated effective as of December 30, 2005, and entered in the minute book of the Corporation.
3. The Consent Resolution was duly adopted by the Board of Directors (the "Directors") of the Corporation without a meeting, in accordance with the general corporation laws of the State of Idaho and the constituent documents of the Corporation.
4. The application to the Public Utilities Commission for approval of reissuance of capital stock executed in accordance with the Consent Resolution is a true and exact copy of the application thereof authorized and approved by the Directors pursuant to the Consent Resolution.
5. None of the resolutions set forth in the Consent Resolution have been rescinded or modified, and the Consent Resolution remains in full force and effect.
6. The date of actual execution of the application is December 30, 2005.

IN WITNESS WHEREOF I have executed this Certificate on behalf of the Corporation on the date first written above.

DIRECT COMMUNICATIONS ROCKLAND, INC.

By Marilyn May  
Marilyn May, Secretary