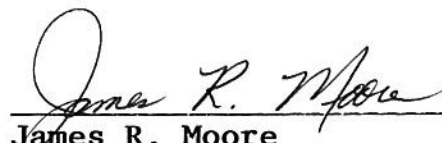
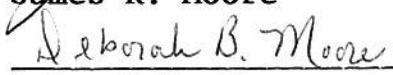


WAIVER OF NOTICE OF ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS
OF
JDM COMMUNICATIONS, INC.

The undersigned, each being a Director of the Corporation, waive the notice required by the Corporation's By-Laws and the laws of the State of Kentucky, of the time, place and purposes of an organizational meeting of the Board of Directors and fix **December 3**, 19 **90**, as the date, and o'clock **9:00 a.m.** as the time, and **Key Bottom Road, Mayfield, Kentucky,**

as the place of such meeting.

Dated: **December 3, 1990**


James R. Moore Director

Deborah B. Moore Director

Director