CERTIFICATE

I, **RICHARD F. LAFERRIÈRE,** President of Fiberoptic One Inc. (the "Corporation"), hereby certify that the foregoing is a true copy of a Resolution of the Directors of the Corporation, approved, adopted and consented to in writing, without the holding of a meeting of the Directors of the Corporation and that the said resolution is now in full force and effect.

DATED as of the *20th* day of *September* 2001.

(S) Richard F. Laferrière
Richard F. Laferrière,
President of Fiberoptic One Inc.

RESOLUTION OF THE DIRECTORS OF FIBEROPTIC ONE INC., APPROVED, ADOPTED AND CONSENTED TO IN WRITING WITHOUT THE HOLDING OF A MEETING AS EVIDENCED BY THE SIGNATURES OF ALL THE DIRECTORS PURSUANT TO THE *CANADA BUSINESS CORPORATIONS ACT* AND THE BY-LAWS OF THE CORPORATION

PRELIMINARY PROSPECTUS

BE IT RESOLVED THAT:

1. The form of the preliminary prospectus attached to this resolution and marked Exhibit "A" (the "Preliminary Prospectus"), relating to the offering to the public of 2,273,800 common shares without nominal or par value in the capital of the Corporation at a price of $0.15 per common share, with Canaccord Capital Corporation as Agent for the Corporation, be approved. Richard F. Laferrière, the Chief Executive Officer of the Corporation, plus any two (2) directors of the Corporation, be authorized to evidence such approval by signing the Preliminary Prospectus, with such changes, additions or alterations thereto as they may on advice of counsel, approve. The approval of Richard F. Laferrière and any two (2) directors of any changes, additions, alterations, or amendments shall be conclusively evidenced by the execution of the Preliminary Prospectus.

2. The financial statements of the Corporation included in the Preliminary Prospectus be approved and any two (2) directors of the Corporation be authorized to evidence such approval by signing the Balance Sheet forming a part of such financial statements for and on behalf of the Corporation.

3. Any one (1) director or officer of the Corporation is hereby authorized and directed to and perform all such acts and things and to execute and deliver and to file or cause to be executed, delivered or filed in the name and on behalf of the Corporation, whether under the corporate seal of the Corporation or otherwise, all such documents, including documents in amendment of the Preliminary Prospectus, as such director or officer shall deem necessary or proper.

LISTING ON THE CANADIAN VENTURE EXCHANGE

WHEREAS it is desirable and in the best interests of the Corporation to have the common shares of the Corporation listed on the Canadian Venture Exchange.

NOW THEREFORE BE IT RESOLVED THAT the Corporation apply to the Canadian Venture Exchange for the listing of its Common Shares on such exchange and in this respect, any two (2) directors or officers are hereby authorized and directed to complete the required application for listing to the Canadian Venture Exchange and in connection therewith, to execute and deliver the Listing Agreement together with any and all further documentation required and to supply the Canadian Venture Exchange with all records and documents deemed necessary or advisable in order to complete the listing.

GENERAL

BE IT RESOLVED THAT:

1. Any one (1) director or officer of the Corporation be authorized for and on behalf of the Corporation to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing.

2. This resolution may be executed in separate counterparts, and all such executed counterparts when taken together shall constitute one (1) resolution. The Corporation shall be entitled to rely on delivery of a facsimile copy of the executed resolution and such facsimile copy shall be legally effective to create a valid and binding resolution.

DATED, as of the *20th* day of *September* 2001.

(S) Richard F. Laferrière	*(S) Warren H. Haber*
RICHARD F. LAFERRIÈRE	WARREN H. HABER
(S) Claire Jodoin Lassonde	*(S) Carolyne Lassonde*
CLAIRE JODOIN LASSONDE	CAROLYNE LASSONDE