

**CENTENNIAL COMMUNICATIONS CORP.
CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER**

Adopted: July 26, 2007

I. PURPOSE OF THE COMMITTEE

The purpose of the Corporate Governance & Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Centennial Communications Corp. (the "Company") is to assist the Board in overseeing the composition and operation of the Board, including to (i) identify and recommend to the Board individuals qualified to become Board members, (ii) recommend directors to serve on each of the Board committees and (iii) oversee matters concerning the Company's corporate governance.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"). Such members shall also meet any additional requirements, if any, as the Board or the Committee shall determine are appropriate.

Members of the Committee and a Chair shall be appointed and may be removed, with or without cause, by the Board. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three or in the event the Board determines that the number of members on the Committee should be increased.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may also act by written consent of all members in accordance with the laws of the State of Delaware.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In addition to any other responsibilities that may be assigned or delegated to the Committee from time to time by the Board, the Committee shall have the following responsibilities and authority:

- (a) To oversee searches for and to identify qualified individuals for membership on the Board consistent with the Company's Director Nomination Policy.
- (b) To recommend to the Board (i) director nominees each year for election at the annual meeting of stockholders and (ii) candidates to fill director vacancies on an interim basis, as necessary.
- (c) To recommend directors for appointment to the committees of the Board.
- (d) To consider matters of corporate governance and to develop and recommend to the Board corporate governance guidelines.
- (e) To oversee the evaluation of the Board and its committees (including this Committee) and provide the Board with an annual report concerning such evaluations, either orally or in writing.
- (f) To oversee any potential conflicts of interest involving directors and determine whether such director or directors may vote on any issue as to which there is a conflict.
- (g) To develop and review a director orientation and continuing education program, as appropriate.
- (h) To review this Charter, any corporate governance guidelines and the Director Nomination Policy on an annual basis and recommend any changes to the Board, as appropriate.
- (i) Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such search firms to identify director nominees, independent legal counsel or other consultants or advisers as it deems necessary or appropriate.