



State of Utah
DEPARTMENT OF COMMERCE
 Division of Corporations & Commercial Code

File Number: _____

Check Here If:	Non-Refundable Fee:
<input checked="" type="checkbox"/> Profit	\$50.00
<input type="checkbox"/> Nonprofit	\$20.00

Application for Authority to Conduct Affairs for a Foreign Corporation

AT&T CORP.
 Exact Corporate Name

- A corporation of the state of NEW YORK, incorporated 3RD day of MARCH, 1885 (year)
 - The corporations period of duration is PERPETUAL (usually perpetual).
 - The address of the corporation's principal office is:
412 MT. KEMBLE AVENUE MORRISTOWN NJ 07960
Street Address City State Zip
 - The Registered Agent in Utah is: C T Corporation System
 The street address of the registered office in Utah is:
50 West Broadway Salt Lake City Utah 84101
Street Address City State Zip
- I, C T Corporation System, agree to serve as a registered agent for the above-mentioned foreign corporation.
 Signature of Registered Agent (Required) By: *Stephen Adamo* **STEPHEN ADAMO**
ASSISTANT SECRETARY

- The business purposes to be pursued in Utah are: INTERSTATE AND INTERNATIONAL TELECOMMUNICATIONS
- The corporation commenced or intends to commence business in Utah on: 11/30/1989

7. The names and addresses of the corporation's officers and directors are:

Name	Address	City	State	Zip
President <u>DAVID DORMAN</u>	<u>295 N. MAPLE AVENUE</u>	<u>BASKING RIDGE</u>	<u>NJ</u>	<u>07920</u>
Vice-President <u>NICHOLAS CYPRUS</u>	<u>295 N. MAPLE AVENUE</u>	<u>BASKING RIDGE</u>	<u>NJ</u>	<u>07920</u>
Secretary <u>MARILYN J. WASSER</u>	<u>295 N. MAPLE AVENUE</u>	<u>BASKING RIDGE</u>	<u>NJ</u>	<u>07920</u>
Treasurer <u>EDWARD M. DWYER</u>	<u>295 N. MAPLE AVENUE</u>	<u>BASKING RIDGE</u>	<u>NJ</u>	<u>07920</u>
Director <u>C.M. ARMSTRONG</u>	<u>295 N. MAPLE AVENUE</u>	<u>BASKING RIDGE</u>	<u>NJ</u>	<u>07920</u>
Director <u>J. MICHAEL COOK</u>				
Director <u>M. KATHRYN EICKHOFF</u>	<u>510 LAGUARDIA PLACE</u>	<u>NEW YORK</u>	<u>NY</u>	<u>10012</u>

- A certification of Good Standing/Existence from the State of Incorporation dated no earlier than ninety (90) days prior to filing with this office is attached to this application.
- If the name is not available in Utah the corporation shall use _____
 (Please refer to (U.C.A. 16-10a-1506).)

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

BY: *Andrine Hede Duch* TITLE: ASSISTANT SECRETARY DATE: 7/9/02
 Corporate Officer

FREE! You may visit our Web Site to access this document and other information.

Mail In: S.M. Box 146705
 Salt Lake City, UT 84114-6705
 Walk In: 160 East 300 South, Main Floor
 Corporation's Information Center: (801) 530-4849
 Toll Free Number: (877) 526-3994 (Utah Residents)
 Fax: (801) 530-6438
 Web Site: <http://www.commerce.utah.gov>

Date: 07/30/2002
 Receipt Number: 633274
 Amount Paid: \$100.00

common/forms/Corps/Certauth
 Revised: 02-23-02 mo

UT021 - 03/22/02 C T System Online

5168459

U-30-02A09:45 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 2 day of July, 2002
In this office of this Division and hereby issue
this Certificate thereof.

Examiner MD Date 9-2-2002



Kathy Berg
Kathy Berg
Division Director

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of AT&T CORP. was filed on 03/03/1885, under the name of AMERICAN TELEPHONE AND TELEGRAPH COMPANY, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment AMERICAN TELEPHONE AND TELEGRAPH COMPANY, changing its name to AT&T CORP., was filed 04/20/1994.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of July
two thousand and two.*

A handwritten signature in black ink, appearing to read "R. A. DeLoach", is written over the text of the witness statement.

Secretary of State

AT&T CORP.

Election Date 10/25/2001 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
DIRECTORS	
Chairman/Chief Executive Officer C. M. Armstrong	295 N. Maple Avenue Basking Ridge, NJ 07920
Senior Exec. VP & CFO - AT&T Corp. Charles H. Noski	295 N. Maple Avenue Basking Ridge, NJ 07920
President David W. Dorman	295 N. Maple Avenue Basking Ridge, NJ 07920
President - AT&T Labs & Chief Tech. Offi Hossein Eslambolchi	900 Rt. 202/206 N Bedminister, NJ 07921-0752
Vice President & Controller Nicholas S. Cyprus	295 N. Maple Avenue Room 1232M3 Basking Ridge, NJ 07920-1002
Vice President & Treasurer Edward M. Dwyer	295 N. Maple Ave Basking Ridge, NJ 07920
President & CEO - AT&T Broadband William T. Schleyer	188 Inverness Dr. W. Englewood, CO 80112
Vice President Law and Secretary Marilyn J. Wasser	295 N. Maple Avenue Basking Ridge, NJ 07920
Executive Vice-President Richard J. Martin	295 North Maple Avenue Room #2329H2 Basking Ridge, NJ 07920-1002
Exec. VP, President, and CEO - AT&T Co Betsy J. Bernard	295 N. Maple Avenue Basking Ridge, NJ 07920
General Counsel & Exec. VP-Law & Govt. James W. Cicconi	
Executive V.P. - Human Resources Mirian M. Graddick	
Exec. V.P. & Pres. AT&T Network Svc. Frank Ianna	295 N. Maple Ave. Basking Ridge, NJ 07920
Exec. V.P.-Corp. Strategy & Bus. Develop John C. Petrillo	295 North Maple Avenue Room #4445I3 Basking Ridge, NJ 07920-1002
Treasurer John W. Thomson	295 N. Maple Avenue Basking Ridge, NJ 07920

AT&T CORP.

Election Date 10/25/2001 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Michael Berg	295 North Maple Ave. Room 2251F1 Basking Ridge, NJ 07920
Assistant Secretary Ephraim M. Brecher	412 Mt. Kemble Avenue, PO Box 1995 Room S267 Morristown, NJ 07962-1995
Assistant Secretary Roger A. Briney	1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary Robin P. Charleston	227 W. Monroe St. Chicago, IL 60606-5016
Assistant Secretary Gene V. Coker	1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary Michael R. Dacey	222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary William A. Davis, II	227 West Monroe Chicago, IL 60606
Assistant Secretary Deborah S. Droller	3033 Chain Bridge Road Oakton, VA 22185
Assistant Secretary Antoinette A. Duah	412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960
Assistant Secretary Robert L. Dughi	295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Robert S. Feit	131 Morristown Rd. Bldg.A Rm.A2035 Basking Ridge, NJ 07920-1002
Assistant Secretary George M. Foss	150 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary Nathaniel Friends	3 Flint Hill 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary Steven Garfinkel	295 N. Maple Avenue Room 1211N3 Basking Ridge, NJ 07920-1002

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Election Date 10/25/2001 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Seth S. Gross	
Assistant Secretary Rose Johnson	
Assistant Secretary Lawrence J. Lafaro	295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Robert A. Lawsky	295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Frank L. Politano	131 Morristown Road Building A Basking Ridge, NJ 07920
Assistant Secretary Timothy L.(Tim) Porter	1 Speedwell Avenue, East Tower Room #1108E Morristown, NJ 07962
Assistant Secretary Paul Riley	295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Richard A. Rocchini	
Assistant Secretary Richard J. Sinton	412 Mt. Kemble Ave. Morristown, NJ 07960
Assistant Secretary Jeff Tutnauer	412 Mt. Kemble Avenue Room C250 Morristown, NJ 07960
Assistant Secretary Frederick K. Wallach	295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary B. (Buzz) H. Walling, Jr.	3033 Chainbridge Road Oakton, VA 22185
DIRECTORS	
Director C. M. Armstrong	295 N. Maple Avenue Basking Ridge, NJ 07920
Director J. Michael Cook	
Director Kenneth T. Derr	

AT&T CORP.

Election Date 10/25/2001 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Director M. Kathryn Eickhoff	Eickhoff Economics Inc. 510 LaGuardia Place, Suite 400 New York, NY 10012
Director George M. Fisher	
Director Amos B. Hostetter, Jr.	
Director Shirley A. Jackson	
Director Louis A. Simpson	
Director Michael I. Sovern	Columbia University 202 Low Library New York, NY 10027
Director Sanford I. Weill	