Filing and License Fee: $310.00 minimum **ID Number:** ____________

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is AT&T Labs, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   ____

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

   ____

4. The date of its incorporation is January 12, 1988 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
9505 Arboretum Blvd., Austin, TX 78759

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
telecommunications applications research and development

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director		
Director	please see attached	
Director		
Director		

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By ____ 46517

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RI039 - 06/20/2006 C T System Online

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	please see attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
One	Common		$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 182,637,129.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 372,580,522.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 208,729.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0560 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing ______

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 12, 2007

[signature]

Signature of Authorized Officer of the Corporation

Harlie Frost, VP, Gen. Cnsl and Sec.

Type or Print Name of Authorized Officer

AT&T LABS, INC.

DIRECTORS AND OFFICERS	BUSINESS ADDRESS
Christopher T. Rice Chairman of the Board	175 E. Houston San Antonio, Texas 78205
G. Keith Cambron Director President and CEO	180 Park Avenue Florham Park, New Jersey 07932
David G. Belanger Director Vice President – Information & Software Research and Chief Scientist	180 Park Avenue Florham Park, New Jersey 07932
John T. Stankey Director	175 E. Houston San Antonio, Texas 78205
Harlie Frost Vice President, General Counsel and Secretary	9505 Arboretum Blvd. Austin, Texas 78759
Lawrence J. Ruzicka Vice President - Taxes	175 E. Houston San Antonio, Texas 78205
Richard V. Cox Vice President – IP and Voice Services Research	180 Park Avenue Florham Park, New Jersey 07932
Marian Croak Vice President - TDM/IP Voice	200 S. Laurel Ave., Bldg. B Middletown, NJ 07748
Peter Hill Video and Converged Services	675 W. Peachtree St., NW Atlanta, GA 30375
Charles R. Kalmanek, Jr. Vice President – Internet and Network Systems Research	180 Park Avenue Florham Park, New Jersey 07932
Eva Low Vice President – Lightspeed and Advanced Access	530 McCullough Ave. San Antonio, TX 78215
Irene M. Shannon Vice President – Systems Integration	200 S. Laurel Ave., Bldg. B Middletown, NJ 07748
Eberhard F. Wunderlich Vice President – Systems Engineering and Development	200 S. Laurel Ave., Bldg. B Middletown, NJ 07748
Simon S. Zelingher Vice President – Global Optical, IP and Data Development	200 S. Laurel Ave., Bldg. B Middletown, NJ 07748
Charles P. Allen Treasurer	175 E. Houston San Antonio, Texas 78205
Carl Strutz Assistant Treasurer	175 E. Houston San Antonio, Texas 78205
Umesh Desai Assistant Secretary	9505 Arboretum Blvd. Austin, Texas 78759

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AT&T LABS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY'S OFFICE
DELAWARE

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 6297949

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DATE: 01-09-08

You may verify this certificate online at corp.delaware.gov/authver.shtml