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Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on September 21, 1920, authorizing it to transact business in Rhode Island under the name of AMERICAN TELEPHONE AND TELEGRAPH COMPANY

SECOND: The corporate name of the corporation has been changed to AT&T CORP.

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is AT&T CORP.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority as follows: no change

(If no other or additional purposes are proposed, insert "No change.")

FILED
AUG 11 1994

By [Signature]
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SECRETARY OF STATE
AUG 11 1994

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
2,000,000,000	Common		1.00
100,000,000	Preferred		1.00

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

Dated April 15, 1994

By *Jim G. Kilpatric*
Jim G. Kilpatric
Its Sr. Vice President
and *Robert A. Maynes*
Robert A. Maynes
Its Asst. Secretary

STATE OF New Jersey }
COUNTY OF SOMERSET } SC.

At Basking Ridge, NJ

in said County on the 15th day

of April 1994, before me personally appeared Jim G. Kilpatric

, who being by me first duly sworn, declared that he is the
Sr. Vice President of AMERICAN TELEPHONE AND TELEGRAPH COMPANY

that he signed the foregoing document as such Sr. Vice President

of the corporation, and that the statements therein contained are true.

Maureen H. Doherty
Notary Public

MAUREEN H. DOHERTY
A Notary Public of New Jersey
My Commission Expires July 29, 1998

(NOTARIAL SEAL)

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AT&T Corp.

AFFIDAVIT OF COMPANY REPRESENTATIVE

I, Robert A. Maynes, being a duly appointed and acting Assistant Secretary of AT&T Corp. ("AT&T"), hereby certify, in support of AT&T's application for an Amended Certificate of Authority and subsequent certificate of authority to do business in the State of Rhode Island as follows:

1. That listed below are corporations authorized to do business in the State of Rhode Island whose names include "AT&T" in part:

AT&T Communications, Inc.
AT&T Communications of New England, Inc.
AT&T Northeast Inc.
AT&T Resource Management Corporation
AT&T Credit Corporation
AT&T Credit Holdings, Inc.
AT&T Associates, L.P.
AT&T Automotive Services, Inc.
AT&T Paradyne Corporation
AT&T Commercial Finance Corporation
AT&T Vehicle Leasing Corporation
AT&T Capital Corporation
AT&T Capital Holdings, Inc.
AT&T Capital Holdings International, Inc.
AT&T Capital Services Corporation
AT&T Systems Leasing Corporation
AT&T Small Business Lending Corporation
AT&T Leasing Services
AT&T Information Systems, Inc.
AT&T Technologies, Inc.

2. That the corporations listed above are either wholly owned or majority owned subsidiaries of AT&T Corp.

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DIVISION

