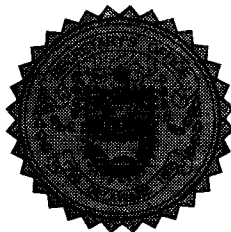


# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AT&T INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2005, AT 3:38 O'CLOCK P.M.



2018584 8100

060280539

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 4615748**

**DATE: 03-23-06**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:38 PM 11/18/2005  
FILED 03:38 PM 11/18/2005  
SRV 050943644 - 2018584 FILE

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
AT&T INC.**

AT&T INC., a Corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is AT&T Inc., and the name under which the corporation was originally incorporated was Southwestern Bell Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State was October 5, 1983.

2. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Restated Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

3. The text of the Restated Certificate of Incorporation as amended or supplemented heretofore is hereby restated and without further amendments or changes to read as herein set forth in full:

**ARTICLE ONE**

The name of the corporation is AT&T Inc.

**ARTICLE TWO**

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the registered agent of the corporation at such address is The Corporation Trust Company.

**ARTICLE THREE**

The purpose of the corporation is to engage in any business, lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

#### ARTICLE FOUR

The corporation shall have perpetual existence.

#### ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 7,010,000,000 shares, consisting of 7,000,000,000 common shares having a par value of \$1 per share and 10,000,000 preferred shares having a par value of \$1 per share.

The preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to establish by resolution the number of preferred shares in each series, the designation thereof, the powers, preferences, and rights and the qualifications, limitations or restrictions of each series and the variations, if any, as between each series. The Board of Directors has designated a series of its Perpetual Cumulative Preferred Stock pursuant to a Certificate of Designation duly filed with the Delaware Secretary of State on November 18, 2005, a copy of which is attached hereto as Exhibit A, and incorporated herein by reference.

No holder of any class or series of shares shall have any preemptive right to purchase any additional issue of shares of the corporation of any class or series or any security convertible into any class or series of shares.

#### ARTICLE SIX

The business and affairs of the corporation shall be under direction of a Board of Directors. The number of directors, their terms and the manner of their election shall be fixed by the Bylaws of the corporation. The directors need not be elected by written ballot unless required by the Bylaws of the corporation.

No director of this corporation shall be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability 1) for any breach of the director's duty of loyalty to the corporation or its stockholders; 2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; 3) under Section 174 of the Delaware General Corporation Law; or 4) for any transaction from which a director derived an improper benefit.

#### ARTICLE SEVEN

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the corporation, except that any Bylaw of the corporation providing for the maximum number of Directors that may serve on the Board of Directors, or providing for a classified Board of Directors with staggered terms of office or requiring the approval by the shareholders or the Board of Directors of any business combinations may only be amended or repealed by a two-thirds majority vote of the total number of shares of stock of the corporation then outstanding and entitled to vote.

#### ARTICLE EIGHT

Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the corporation, no action which is required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken by written consent without a meeting, except where such consent is signed by stockholders representing at least two-thirds of the total number of shares of stock of the corporation then outstanding and entitled to vote thereon.

#### ARTICLE NINE

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

4. This Restated Certificate of Incorporation was duly adopted by the Board of Directors on November 18, 2005, in accordance with Section 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said AT&T Inc. has caused this Restated Certificate of Incorporation to be signed by Edward E. Whitacre, Jr., its Chairman and Chief Executive Officer, and attested by Joy Rick, its Vice President and Secretary, this 18th day of November, 2005.

AT&T INC.

(seal)

By: Edward E. Whitacre, Jr.  
Edward E. Whitacre, Jr.  
Chairman and Chief Executive Officer

Attest: Joy Rick  
Joy Rick  
Vice President & Secretary

**EXHIBIT A**  
**CERTIFICATE OF DESIGNATIONS**  
**OF**  
**PERPETUAL CUMULATIVE PREFERRED STOCK**  
**OF**  
**AT&T INC.**

AT&T Inc. (formerly SBC Communications Inc.), a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

That the following resolution was duly adopted by the Board of Directors of the Corporation (the "Board of Directors") at a meeting duly convened and held on November 18, 2005 pursuant to authority conferred upon the Board of Directors by the provisions of the Restated Certificate of Incorporation of the Corporation authorizing the Corporation to issue up to 10,000,000 preferred shares, par value \$1 per share:

"BE IT RESOLVED, that the issuance of a series of preferred shares of SBC Communications Inc. (the "Corporation") be, and hereby is, authorized, and the designation, powers, preferences and rights and the qualifications, limitations and restrictions of such series, in addition to those set forth in the Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") be, and hereby are, fixed as follows:

**SECTION 1. Designation.** The distinctive serial designation of such series is "Perpetual Cumulative Preferred Stock". Each share of Perpetual Cumulative Preferred Stock shall be identical in all respects to every other share of Perpetual Cumulative Preferred Stock.

**SECTION 2. Number of Shares.** The number of shares of Perpetual Cumulative Preferred Stock shall be 768,392. Subject to the provisions of Section 6(d) of this Certificate of Designations, such number may from time to time be increased (but not in excess of the total number of authorized preferred shares) or decreased (but not below the number of shares of Perpetual Cumulative Preferred Stock then outstanding) by the Board of Directors of the Corporation (the "Board of Directors"). Shares of Perpetual Cumulative Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued preferred shares undesignated as to series.

**SECTION 3. Rank.** The shares of Perpetual Cumulative Preferred Stock shall rank, with respect to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation, prior to the common shares of the Corporation and junior to all series of any other class of preferred shares of the Corporation.

**SECTION 4. Dividends and Distributions.****(a) Rate.**

(i) Subject to the rights of the holders of any series of preferred shares (or any similar stock) ranking prior to the Perpetual Cumulative Preferred Stock with respect to dividends, the holders of shares of Perpetual Cumulative Preferred Stock, in preference to the holders of common shares, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Perpetual Cumulative Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of:

(1) \$1; and

(2) subject to the provision for adjustment set forth in Section 4(a)(ii) below, (x) 155.8840 times the aggregate per share amount of all cash dividends and (y) 155.8840 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions declared on the common shares since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Perpetual Cumulative Preferred Stock, provided, however, that in lieu of any dividends payable in common shares or payable as a result of a subdivision of the outstanding common shares (by reclassification or otherwise), the adjustments set forth in Section 4(a)(ii) below shall be made.

(ii) In the event the Corporation shall at any time declare or pay any dividend on the common shares payable in common shares, or effect a subdivision or combination or consolidation of the outstanding common shares (by reclassification or otherwise than by payment of a dividend in common shares) into a greater or lesser number of common shares, then in each such case the amount to which holders of shares of Perpetual Cumulative Preferred Stock were entitled immediately prior to such event under Section 4(a)(i)(2) above shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of common shares outstanding immediately after such event and the denominator of which is the number of common shares that were outstanding immediately prior to such event.

(b) The Corporation shall declare a dividend or distribution on the Perpetual Cumulative Preferred Stock as provided in Section 4(a)(i) above immediately after it declares a dividend or distribution on the common shares (other than a dividend payable in common shares); provided that, in the event no dividend or distribution shall have been declared on the common shares during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1 per share on the Perpetual Cumulative Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Perpetual Cumulative Preferred Stock from the date of issue of such shares. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Perpetual Cumulative Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated *pro rata* on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Perpetual Cumulative Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than sixty days nor less than ten days prior to the date fixed for the payment thereof. In the event that a corresponding dividend or distribution is being paid on the common shares, the record date shall be the same date as that fixed for the determination of holders of common shares entitled to receive payment of the corresponding dividend or distribution.

(d) Whenever quarterly dividends or other dividends or distributions payable on Perpetual Cumulative Preferred Stock provided in Section 4(a) above are in arrears (which for the avoidance of doubt shall not include any failure to make any payment as a result of a waiver by the holders thereof), thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Perpetual Cumulative Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) to the Perpetual Cumulative Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) with the Perpetual Cumulative Preferred Stock, except dividends paid ratably on the Perpetual Cumulative Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) to the Perpetual Cumulative Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) to the Perpetual Cumulative Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Perpetual Cumulative Preferred Stock, or any shares of stock ranking on a parity (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) with the Perpetual Cumulative Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the



respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(e) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Section 4(d) above, purchase or otherwise acquire such shares at such time and in such manner.

#### SECTION 5. Liquidation, Dissolution or Winding Up.

(a) Subject to the provisions of the Certificate of Incorporation (including any limitations on distributions to preferred shares), upon the distribution of assets on any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of stock ranking junior (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) to the Perpetual Cumulative Preferred Stock unless, prior thereto, the holders of shares of Perpetual Cumulative Preferred Stock shall have received \$1,000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Perpetual Cumulative Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 155.8840 times the aggregate amount to be distributed per share to holders of common shares, provided, further, that in the distribution of assets on any involuntary liquidation, dissolution or winding up of the Corporation, the aggregate amount that all shares of Perpetual Cumulative Preferred Stock shall be entitled to receive (prior to shares of stock ranking junior to such shares) shall be no greater than \$500,000,000, with holders of shares of Perpetual Cumulative Preferred Stock entitled to any shortfall or any amount otherwise payable on a *pro rata* basis with holders of common shares or (ii) to the holders of shares of stock ranking on a parity (either as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up) with Perpetual Cumulative Preferred Stock, except distributions made ratably on Perpetual Cumulative Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon the distribution of assets on such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the common shares payable in common shares, or effect a subdivision or combination or consolidation of the outstanding common shares (by reclassification or otherwise than by payment of a dividend in common shares) into a greater or lesser number of common shares, then in each such case the aggregate amount to which holders of shares of Perpetual Cumulative Preferred Stock were entitled immediately prior to such event under the first proviso in Section 5(a)(i) above shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of common shares outstanding immediately after such event and the denominator of which is the number of common shares that were outstanding immediately prior to such event.

(b) For purposes of this Section 5, the merger or consolidation of the Corporation with any other corporation, including a merger in which the holders of common shares receive other stock or securities, cash and/or any other property for their shares, or the sale of all or substantially all of the assets of the Corporation (any such transaction, a "Business Combination"), shall not constitute a liquidation, dissolution or winding up of the Corporation. In case the Corporation shall execute an agreement providing for the Corporation to enter into a Business Combination, such agreement shall make provision for the treatment of the shares of Perpetual Cumulative Preferred

Stock in such Business Combination, which treatment shall, in the judgment of the Board of Directors, (i) preserve the value of any outstanding shares of Perpetual Cumulative Preferred Stock that will remain outstanding following such Business Combination and/or (ii) provide for the exchange of each outstanding share of Perpetual Cumulative Preferred Stock for consideration that has an aggregate value equal to the value of such share of Perpetual Cumulative Preferred Stock.

#### SECTION 6. Voting Rights.

The holders of shares of Perpetual Cumulative Preferred Stock shall have the following voting rights:

(a) Subject to the provision for adjustment hereinafter set forth, each share of Perpetual Cumulative Preferred Stock shall entitle the holder thereof to 15.5884 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the common shares payable in common shares, or effect a subdivision or combination or consolidation of the outstanding common shares (by reclassification or otherwise than by payment of a dividend in common shares) into a greater or lesser number of common shares, then in each such case the number of votes per share to which holders of shares of Perpetual Cumulative Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of common shares outstanding immediately after such event and the denominator of which is the number of common shares that were outstanding immediately prior to such event.

(b) Except as otherwise provided herein, in any other certificate of designations creating a series of preferred shares or any similar stock, or by law, the holders of shares of Perpetual Cumulative Preferred Stock and the holders of common shares and any other capital stock of the Corporation having general voting rights shall vote together as a single class on all matters on which holders of common shares are entitled to vote.

(c) If and whenever dividends payable on the Perpetual Cumulative Preferred Stock and any other class or series of stock of the Corporation ranking on a parity with the Perpetual Cumulative Preferred Stock as to payment of dividends (any such class or series being referred to herein as "dividend parity stock") shall be in arrears (which for the avoidance of doubt shall not include any failure to make any payment as a result of a waiver by the holders thereof) in an aggregate amount equal to at least six quarterly dividends (whether or not consecutive), the number of directors then constituting the Board of Directors shall be increased by two and the holders of shares of Perpetual Cumulative Preferred Stock, together with the holders of all other affected classes and series of dividend parity stock similarly entitled to vote for the election of two additional directors, voting together as a single class, shall be entitled to elect the two additional directors at any annual meeting of stockholders or any special meeting of the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock called as hereinafter provided. Whenever all arrears in dividends on the Perpetual Cumulative Preferred Stock and dividend parity stock then outstanding shall have been paid in full and dividends thereon for the current quarterly dividend period shall have been paid or declared and set aside for payment, then the right of the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock to elect such additional two directors shall cease (but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends), and the terms of office of all persons elected as directors by the holders of shares of Perpetual Cumulative Preferred Stock and

such dividend parity stock shall forthwith terminate and the number of directors constituting the Board of Directors shall be reduced accordingly. At any time after such power shall have been so vested in the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock, the Secretary of the Corporation may, and upon the written request of any holder of shares of Perpetual Cumulative Preferred Stock (addressed to the Secretary at the principal office of the Corporation) shall, call a special meeting of the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock for the election of the two directors to be elected by them as herein provided, such call to be made by notice similar to that provided in the by-laws of the Corporation for a special meeting of the stockholders or as required by law. If any such special meeting so required to be called shall not be called by the Secretary within 20 days after receipt of any such request, then any holder of shares of Perpetual Cumulative Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as herein provided, and for that purpose shall have access to the stock books of the Corporation. The directors elected at any such special meeting shall hold office until the next annual meeting of the stockholders if such office shall not have previously terminated as above provided. In case any vacancy shall occur among the directors elected by the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock, a successor shall be elected by the Board of Directors to serve until the next annual meeting of the stockholders upon the nomination of the then remaining director elected by the holders of shares of Perpetual Cumulative Preferred Stock and such dividend parity stock or the successor of such remaining director. If the holders of shares of Perpetual Cumulative Preferred Stock become entitled under the foregoing provisions to elect or participate in the election of two directors as a result of dividend arrearages, such entitlement shall not affect the right of such holders to vote as stated in Sections 6(a)-(b) above, including the right to vote in the election of the remaining directors.

(d) So long as any shares of Perpetual Cumulative Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Certificate of Incorporation, the vote or consent of the holders of at least 66% of the shares of Perpetual Cumulative Preferred Stock at the time outstanding, voting separately as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) any amendment, alteration or repeal of any provision of the Certificate of Incorporation, by-laws of the Corporation or this Certificate of Designations that would alter or change the powers, preferences or special rights of the Perpetual Cumulative Preferred Stock so as to affect them adversely; provided, however, that an amendment of the Certificate of Incorporation so as to authorize or create, or to increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking junior to or on a parity with the Perpetual Cumulative Preferred Stock with respect to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation shall not be deemed to affect adversely the powers, preferences or special rights of the Perpetual Cumulative Preferred Stock; or

(ii) any amendment or alteration of the Certificate of Incorporation to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking prior to the Perpetual Cumulative Preferred Stock with respect to the payment of

dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation;

provided, however, that if any such amendment, alteration or repeal would affect adversely the powers, preferences or special rights of the Perpetual Cumulative Preferred Stock and any other series of preferred shares similarly entitled to vote upon the matters specified herein in substantially the same manner, it shall be sufficient if the holders of shares of Perpetual Cumulative Preferred Stock and all such other series so adversely affected vote thereon together as a single class, regardless of series.

(e) So long as any shares of Perpetual Cumulative Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Certificate of Incorporation, the vote or consent of the holders of at least a majority of the shares of Perpetual Cumulative Preferred Stock and all other series of preferred shares similarly entitled to vote upon the matters specified in this Section 6(e) at the time outstanding, voting together as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any amendment or alteration of the Certificate of Incorporation to increase the authorized number of shares of Perpetual Cumulative Preferred Stock, or to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking on a parity with the Perpetual Cumulative Preferred Stock with respect to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; provided, however, that no such vote or consent of the holders of shares of Perpetual Cumulative Preferred Stock shall be required if provision is made for the redemption of all shares of Perpetual Cumulative Preferred Stock at the time outstanding at or (with the consent of the holders of such shares) before the time such increase, authorization or creation is to be made.

#### SECTION 7. Redemption.

(a) At any time, the Board of Directors may redeem shares of the Perpetual Cumulative Preferred Stock for common shares of the Corporation at a ratio of 155.8840 common shares per share of Perpetual Cumulative Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the common shares payable in common shares, or effect a subdivision or combination or consolidation of the outstanding common shares (by reclassification or otherwise than by payment of a dividend in common shares) into a greater or lesser number of common shares, then in each such case the number of common shares set forth in the preceding sentence with respect to the redemption of shares of Perpetual Cumulative Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of common shares outstanding immediately after such event and the denominator of which is the number of common shares that were outstanding immediately prior to such event.

(b) Any redemption pursuant to this Section 7 shall be pursuant to notice and other procedures as determined by the Board of Directors.

**SECTION 8. Other Rights.** The shares of Perpetual Cumulative Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights, or

qualifications, limitations or restrictions thereof, other than as set forth herein or in the Certificate of Incorporation.

IN WITNESS WHEREOF, AT&T Inc. has caused this certificate to be signed by Joy Rick, its Vice President and Secretary, this 18th day of November, 2005.

**AT&T INC.**

By /s/ Joy Rick  
Joy Rick  
Vice President and Secretary