

ORIGINAL



Southern Region
Law & Government Affairs

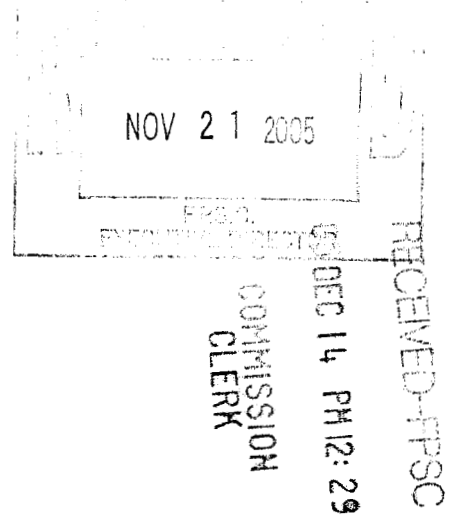
Suite 400
1230 Peachtree Street NE
Atlanta, GA 30309

November 21, 2005

Via Hand Delivery

Dr. Mary Andrews Bane
Executive Director
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Closing of SBC/AT&T Merger
Docket No.: 050164



Dear Dr. Bane:

We are pleased to inform the Commission that SBC Communications Inc.'s acquisition of AT&T Corp. closed on Friday, November 18, 2005, at which time AT&T Corp. became a wholly owned, first-tier subsidiary of SBC Communications Inc. As discussed in our meeting last March when we announced the merger, we strongly believe that the new, combined company will bring more competition, more innovation, and more benefits to customers in Florida. A copy of the Certificate of Merger is enclosed for your reference.

As you may be aware, as of the November 18, 2005 closing, SBC Communications Inc. officially changed its name to AT&T Inc. In addition, the new company has decided to adopt the AT&T brand name. Although few, if any, changes are expected to the names of AT&T's current operating companies, those changes will take place in the coming months. The transitioning of SBC's Florida subsidiary companies that currently use the SBC brand name to the new AT&T brand name is expected to occur over the next few months.

Please be assured that the new, combined company will comply with all applicable federal and state legal requirements, including any filing and notice requirements of this commission, before implementing any changes to the names of subsidiaries operating within Florida.

- CMP _____
- COM _____
- CTR _____
- ECR _____
- ECL _____
- OPC _____
- ICA _____
- ICR _____
- GA _____
- EC 1
- TH _____

DOCUMENT NUMBER - DATE

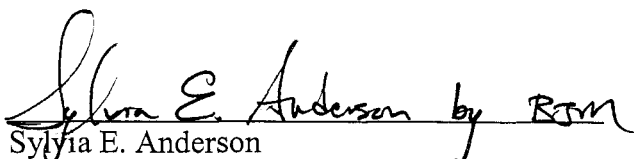
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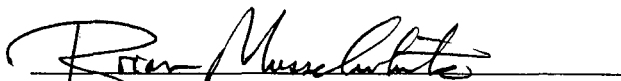
FPSC-COMMISSION CLERK

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We look forward to working with you as the "new" AT&T. Please do not hesitate to contact me if you have questions.

Sincerely,


Sylvia E. Anderson
Regional Vice President


Brian Musselwhite
State Vice President

cc: The Hon. Braulio L. Baez
The Hon. J. Terry Deason
The Hon. Rudolph Bradley
The Hon. Isilio Arriaga
The Hon. Lisa Polak Edgar
Mr. Charles Hill
Ms. Beth Salak
Mr. Richard Melson
Ms. Beth Keating

Enclosure

FILING RECEIPT

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ENTITY NAME: AT&T CORP.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: TAU MERGER SUB CORPORATION

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FILED:11/18/2005 DURATION:***** CASH#:051118000912 FILM #:051118000851

ADDRESS FOR PROCESS

EFFECT DATE

11/18/2005

REGISTERED AGENT



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FILER	FEES		PAYMENTS	
-----	-----	370.00	-----	370.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
SULLIVAN & CROMWELL LLP	CERT	0.00	CHARGE	0.00
125 BROAD STREET	COPIES	10.00	DRAWDOWN	370.00
	HANDLING	300.00	OPAL	0.00
NEW YORK, NY 10004			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **November 18, 2005**



A handwritten signature in black ink, appearing to read "D. H. ...", is written over the seal.

Special Deputy Secretary of State

F 051 118000851

**CERTIFICATE OF MERGER
OF
TAU MERGER SUB CORPORATION
INTO
AT&T CORP.**

Under Section 904 of the Business Corporation Law

The undersigned, James S. Kahan, President of Tau Merger Sub Corporation, a New York corporation, and Robert S. Feit, Vice President—Law and Secretary of AT&T Corp., a New York corporation, do hereby certify:

1. The name of each constituent corporation to the merger is as follows:

(a) Tau Merger Sub Corporation; and

(b) AT&T Corp., which was formed under the name American Telephone and Telegraph Company.

2. The name of the surviving corporation in the merger is AT&T Corp.

3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>
Tau Merger Sub Corporation	Common Stock (\$0.01 par value)/1,000 shares outstanding	Common Stock
AT&T Corp.	Common Stock (\$1.00 par value)/805,259,375 shares outstanding	Common Stock
	Substitute Preferred Stock (\$1.00 par value)/768,391.4 shares outstanding	Substitute Preferred Stock (such class is entitled to vote separately as a class on certain matters)

The number of outstanding shares of Common Stock of AT&T Corp. is subject to change prior to the effective date of the merger by reason of the issuance from time to time of shares pursuant to outstanding stock options, benefit plans and other equity awards.

4. The merger will be effective upon the filing of this certificate of merger with the Department of State of the State of New York.

5. (a) The certificate of incorporation of Tau Merger Sub Corporation was filed by the Department of State of the State of New York on January 28, 2005.

(b) The original certificate of incorporation of AT&T Corp. was filed by the Department of State of the State of New York on March 3, 1885.

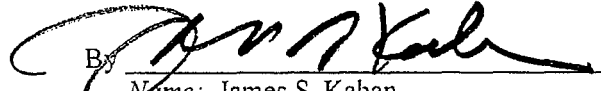
6. The merger was authorized with respect to each constituent corporation in the following manner:

(a) The Agreement and Plan of Merger, dated as of January 30, 2005, among AT&T Corp., SBC Communications Inc. and Tau Merger Sub Corporation (the "*Merger Agreement*") was adopted by the Board of Directors of Tau Merger Sub Corporation and by SBC Communications Inc., the sole shareholder of Tau Merger Sub Corporation, on January 30, 2005.

(b) The Merger Agreement was adopted by the Board of Directors of AT&T Corp. on January 30, 2005 and by the shareholders of AT&T Corp. at an annual meeting of the shareholders of AT&T duly called and held on June 30, 2005 by the vote of at least a majority of the outstanding shares of AT&T common stock entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this certificate on the 18th day of November, 2005, and we affirm the statements contained herein as true under penalties of perjury.

Tau Merger Sub Corporation

By 
Name: James S. Kahan
Title: President

AT&T Corp.

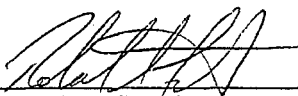
By _____
Name: Robert S. Feit
Title: Vice President—Law and Secretary

IN WITNESS WHEREOF, we have signed this certificate on the 18th day of November, 2005, and we affirm the statements contained herein as true under penalties of perjury.

Tau Merger Sub Corporation

By _____
Name: James S. Kahan
Title: President

AT&T Corp.

By  _____
Name: Robert S. Feit
Title: Vice President—Law and Secretary

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CERTIFICATE OF MERGER
OF
TAU MERGER SUB CORPORATION
INTO
AT&T CORP.

Section 904 of the Business Corporation Law

CSC 45
DRAW DOWN

Filer: Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
Cust. Ref#713079MPJ

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV. 18 2005
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BY: JW
NEW YORK

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