

TELEPORT COMMUNICATIONS AMERICA, LLC
CERTIFICATE OF FORMATION IN DELAWARE AND
CERTIFICATE OF GOOD STANDING IN PENNSYLVANIA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TELEPORT COMMUNICATIONS AMERICA, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2012, AT 12:39 O'CLOCK P.M.

5160381 8100

121000208



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9823916

DATE: 09-05-12

CERTIFICATE OF FORMATION

OF

TELEPORT COMMUNICATIONS AMERICA, LLC

The undersigned authorized person, acting under § 18-201 of the Delaware Limited Liability Company Act, certifies as follows:

1. The name of the limited liability company is Teleport Communications America, LLC (the "Company").
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful business or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act.
4. The Company is to be managed by one or more managers as determined by its member pursuant to a Limited Liability Company Operating Agreement to be adopted by the sole member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Teleport Communications America, LLC this 25th day of May, 2012 and declares that the facts herein stated are true and correct.

AUTHORIZED PERSON:

/s/ Paul M. Wilson

Paul M. Wilson
Authorized Person

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

SEPTEMBER 6, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Teleport Communications America, LLC

is duly registered as a Foreign Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol Aichele

Secretary of the Commonwealth

Certification Number: 10545175-1

Verify this certificate online at <http://www.corporations.state.pa.us/corp/soskb/verify.asp>

TELEPORT COMMUNICATIONS AMERICA, LLC

LIST OF PRINCIPAL OFFICERS

Following are the professional biographies of the principal officers of Teleport Communications America, LLC:

Anthony Fea, President, Effective May 25, 2012

Mr. Fea currently holds the position of Assistant Vice President for AT&T Network Operations for AT&T Services, Inc. In this capacity he is currently responsible for operating and maintaining AT&T's Voice over IP (VoIP) and Voice Messaging Layer 4 networks domestically and globally. These responsibilities include fault management, complex troubleshooting, network element upgrades, and enhancements.

Prior to assuming his current position, Mr. Fea was Executive Director of the Layer 1 Transport Project Management and National Implementation Engineering. In that role, Mr. Fea led AT&T's network deployment program for the transport network infrastructure and customer network build programs for AT&T's largest enterprise customers. This included all fiber optic cable and high capacity SONET and DWDM optical transport systems deployment across AT&T's ILEC, CLEC, and Long Distance networks within the United States and its operating territories.

Mr. Fea joined AT&T Corp. in 1998 with the acquisition of Teleport Communications Group (TCG), the largest competitive local exchange carrier in the United States at the time. Prior to joining TCG in 1995, Mr. Fea held positions of increasing responsibilities at Verizon Communications in the network planning, engineering, operations, network finance, and executive staff support organizations. Mr. Fea started his career at General Electric.

Mr. Fea received his Bachelor of Engineering in Electrical Engineering from Stevens Institute of Technology. He has attended the Thunderbird Executive Leadership Development program at the American School of International Management. Mr. Fea also attended the AT&T LEAD executive leadership program and AT&T's "T University" executive leadership program at Southern Methodist University. Mr. Fea holds two Top Secret security clearances.

Leonard Weitz, Vice President, Effective May 25, 2012

Mr. Weitz joined AT&T Corp. in 1978 as part of the AT&T Long Lines Law Department. Since July 2002 he has served as Assistant Secretary of AT&T Corp. and is also a Vice President of 28 AT&T interexchange companies. In previous assignments in the Law Department, Len provided legal support for regulatory issues involving numerous AT&T tariffed services, as well as legal support for network operations building and outside plant issues. In January 2007, Mr. Weitz was appointed General Attorney, AT&T Services, Inc. He is responsible for labor and employment litigation as well as certain network and submarine cable station real estate matters.

Mr. Weitz received a B.B.A. from the University of Miami and a Juris Doctor from the Seton Hall University School of Law. He frequently provides *pro bono* legal services for indigent defendants in municipal courts.

James F. Dionne, Chief Financial Officer, Effective May 25, 2012

Mr. Dionne is AT&T Corp.'s Executive Director of Accounting. He also serves as the chief financial officer of each AT&T Communications entity and each subsidiary of Teleport Communications Group Inc. Mr. Dionne joined AT&T Corp. in 1983, just before the Bell System Divestiture, and has held various financial supervisory positions in AT&T's CFO, Controllers, and Government Affairs organizations. With the merger of SBC, AT&T, and BellSouth, he has been assigned similar responsibilities for legacy SBC and BellSouth regulated entities and is an officer for various additional legal entities, including AT&T Corp., SBC Long Distance, and BellSouth Long Distance.

Mr. Dionne's current responsibilities also include meeting AT&T's external reporting requirements to the Federal Communications Commission ("FCC"), to the Universal Service Administrative Company, and to each state regulatory commission. Further, he manages the financial regulatory organization responsible for maintaining the books and records for each of the domestic AT&T Corp. regulated legal entities, managing the legal entity affiliate billing processes, providing records management oversight, and performing data collection for cost allocation processes.

Mr. Dionne graduated from the University of Missouri in 1979 with a degree in Accountancy. He then accepted a position with the public accounting firm of Coopers & Lybrand.

Mr. Dionne is a certified public accountant and a certified management accountant. He earned an M.B.A. from the Stern School of Business at New York University in 2000.

George B. Goeke, Treasurer, Effective May 25, 2012

George Goeke was appointed Chief Financial Officer & Treasurer of AT&T Corp. on February 20, 2012. Since August 2010, he has also held the position of Vice President – Assistant Treasurer, of AT&T Inc. Before the move to Treasury, Mr. Goeke served as Vice President - Financial Planning, where he was responsible for all aspects of AT&T financial planning. Prior to his current position he served as Executive Director-Financial Reporting, where he was responsible for all aspects of SBC internal financial reporting including financial statement preparation, short-term financial planning, and financial reporting system development.

In 2000, he served as Executive Director - Financial Operations, at Cingular Wireless in Atlanta, Georgia, where he was responsible for the creation of a centralized financial transaction processing center in El Paso, Texas. He directed the site selection process and the start up planning that led to the consolidation of finance functions from across the SBC and BellSouth regions into the centralized center.

Mr. Goeke joined SBC in 1990 a member of the Internal Audit staff. He moved to San Antonio in 1993 and joined the SBC Financial Planning group.

Prior to joining SBC, Mr. Goeke served as a Financial Accounting Manager with Anheuser-Busch Companies in St. Louis. His career also includes serving as a member of the Audit Staff of Ernst & Whinney in St. Louis.

Mr. Goeke earned his Bachelor's Degree in Accounting from University of Missouri in 1985, and is a Missouri-licensed certified public accountant.

Wayne A. Wirtz, Secretary, Effective May 25, 2012

Wayne A. Wirtz has been Associate General Counsel for AT&T Inc. since July 1998 and Assistant Secretary since April 1995. He has also served as the Secretary of AT&T Corp. since his appointment on November 18, 2005. Mr. Wirtz serves as principal advisor and legal senior manager with the AT&T Legal Department regarding securities law, investor relations, shareholder services, financial reporting, debt issuance and corporate governance matters. Mr. Wirtz joined AT&T in 1989.

From 1984 to 1989, Mr. Wirtz was an attorney with the Division of Enforcement at the Securities and Exchange Commission in Washington, D.C.

Mr. Wirtz has a J.D. with honors from Ohio State University College of Law.

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