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**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1000

*Cert Amx*

January 30, 2002

Ms. Krista M. Hughes  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549



02012954



Dear Ms. Hughes:

This is to certify that on January 25, 2002, The American Stock Exchange, Inc. (the "Exchange") received from Cogent Communications Group, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$.001 per share

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Bryan Fischer*

Bryan Fischer  
Director  
Listing Qualifications Department

PROCESSED

FEB 07 2002

THOMSON  
FINANCIAL

cc: Herbert Scholl