



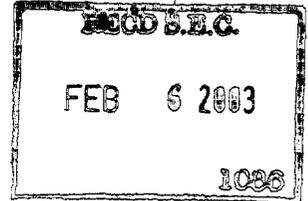
American Stock Exchange  
 86 Trinity Place  
 New York, NY 10006-1872  
 T 212 306 1000

February 6, 2003



*1-4324*

Mr. Brian Johnson  
 Branch Chief  
 Filer Support 2  
 Office of Filing Information  
 Securities and Exchange Commission  
 Judiciary Plaza  
 450 Fifth Street, NW  
 Washington, D.C. 20549



**PROCESSED**

**FEB 11 2003**

**THOMSON FINANCIAL**

Dear Ms. Hughes:

This is to certify that on February 6, 2003, The American Stock Exchange, Inc. (the "Exchange") received from Andrea Electronics Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, \$0.01 par value.

We further certify that the above described securities have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the 8-A concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Collin Marshall  
 Director, Listing of Additional Shares &  
 Corporate Actions  
 Listing Qualifications Department