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**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery  
Vice President  
Listing Qualifications

**Received SEC**

AUG 14 2012

By Electronic Mail

August 14, 2012

Washington, DC 20549

CERT NAS

File No. 001-35586

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on August 14, 2012 The Nasdaq Stock Market (the "Exchange") received from Magnegas Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common stock, \$0.001 par value per share

We further certify that the security described above has 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,

*William Slattery*