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Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000006168 (8)
 1. Corporation Name
NETCOM ON-LINE COMMUNICATION SERVICES, INC.



Principal Place of Business: **2 NORTH SECOND STREET PLAZA A SAN JOSE CA 95113 US**
 Mailing Address: **2 NORTH SECOND STREET PLAZA A SAN JOSE CA 95113 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/02/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 77-0317755	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	6. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, STE 105 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARRISON, DAVID W	1.2 NAME	
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JOSE CA	1.4 CITY-ST-ZIP	
TITLE	CFO <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VP Finance / CFO / SIT <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WEATHERFORD, C. THOMAS	2.2 NAME	KURT JOHNSON
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	2.3 STREET ADDRESS	2 No. Second Street
CITY-ST-ZIP	SAN JOSE CA	2.4 CITY-ST-ZIP	San Jose CA 95113
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KALLET, MICHAEL D	3.2 NAME	
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JOSE CA	3.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPIVEY, ERIC	4.2 NAME	
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JOSE CA	4.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	5.1 TITLE	V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GOFFNEY, ERIC V.	5.2 NAME	DON H. TEAGUE
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	5.3 STREET ADDRESS	140 Downing Street
CITY-ST-ZIP	SAN JOSE CA	5.4 CITY-ST-ZIP	DENVER CO 80218
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	VP/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GETSY, STEPHEN	6.2 NAME	JAMES D GREN FELL
STREET ADDRESS	2 NORTH SECOND STREET, PLAZA A	6.3 STREET ADDRESS	2030 E 7th St. DENVER CO 80206
CITY-ST-ZIP	SAN JOSE CA	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ DATE **4 1 98 11:02 AM - 8240**

CR2E034 (10/97)

NETCOM ON-LINE COMMUNICATION
SERVICES, INC.,
LIST OF OFFICERS AND DIRECTORS

March 31, 1998

NAME:	TITLE:	SS. NUMBER:	ADDRESS:	TELEPHONE:
David W. Garrison	Chief Executive Officer, Chairman of the Board	221-30-2506	15881 Glan Una Dr. Los Gatos, CA 95030	(408) 881-2000
Eric W. Spivey	President, Netcom International Chief Operating Officer Director	573-31-7630	130 Stacia Str. Los Gatos CA 95032	(408) 881-2000
Kurt Johnson	Vice President-Finance Chief Financial Officer Treasurer & Secretary	554-33-8262	3030 Marble Canyon Place San Ramon, CA 94583	(408) 881-2000
Michael D. Kaller	Senior Vice President, Products, Technology and Business Development	072-46-6191	17771 Bruce Ave. Monte Sereno, CA 95030	(408) 881-2000
H. Don Teague	Executive Vice President, Director and Assistant Secretary	463-62-4907	140 Downing Street Denver, CO 80218	(303) 414-5444

**NETCOM ON-LINE COMMUNICATION
SERVICES, INC.,
LIST OF OFFICERS AND DIRECTORS**

March 31, 1998

NAME:	TITLE:	SS. NUMBER:	ADDRESS:	TELEPHONE:
James D. Grenfell	Executive Vice President, Director	503-60-7522	2030 E 7-4th Street Denver, CO 80206	(303)414-5990
Sheldon S. Ohringer	Director	479-66-2337	9634 Las Colinas Drive Lone Tree, CO 80124	(303)414-5400