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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Flashnet Communications, Inc.

400002501794-114
-04/28/98--01002--016
*****70.00 *****70.00

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Flashnet Communications, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas
(State or country under the law of which it is incorporated)

3. 75-2614852
(FEI number, if applicable)

4. September 25, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1812 N Forest Park Boulevard, Fort Worth, Texas 76102

(Current mailing address)

8. To provide Internet services to the general public, commercial interests and others.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

C. Morales

Special Asst. Secretary

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. GB Elrod
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. G.B. ELROD, CHIEF FINANCIAL OFFICER & Asst. Sec.
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Flashnet Communications, Inc.**

1. Albert Lee Thurburn, Chief Executive Officer
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
2. M. Scott Leslie, President
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
3. M. Scott Leslie, Secretary
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
4. Gene B. Elrod, Chief Financial Officer
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
5. Gene B. Elrod, Assistant Treasurer 3 Asst. Secretary
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
6. Mark Muehlberg, Senior Vice President
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
7. Ronni Fuller, Vice President
1812 N Forest Park Boulevard
Fort Worth, Texas 76102
8. Chris Bellomy, Vice President
1812 N Forest Park Boulevard
Fort Worth, Texas 76102

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

FLASHNET COMMUNICATIONS, INC.
File No. 1371416

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were filed in this office and a certificate of incorporation was issued to this corporation, and no certificate of dissolution is in effect and the corporation is currently in existence.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on March 6, 1998.



Alberto R. Gonzales
Secretary of State

BAM