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Mar 17, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000002392

1. Corporation Name
FLASHNET COMMUNICATIONS, INC.

Principal Place of Business 1812 N. FOREST PARK BLVD. FORT WORTH TX 76102	Mailing Address 1812 N. FOREST PARK BLVD. FORT WORTH TX 76102
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 04/27/1998	
4. FEI Number 75-2614852	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	THURBURN, ALBERT L	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT WORTH TX 76102	
TITLE	PS	<input type="checkbox"/> DELETE
NAME	LESLIE, M. SCOTT	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT. WORTH TX 76102	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	ELROD, GENE B	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT WORTH TX 76102	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MUEHLBERG, MARK	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT WORTH TX 76102	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	FULLER, RONNI	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT WORTH TX 76102	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BELLOMY, CHRIS	
STREET ADDRESS	1812 N. FOREST PARK BLVD.	
CITY-ST-ZIP	FORT WORTH TX 76102	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	CFO
3.3 STREET ADDRESS	JENT, ANDREW N
3.4 CITY-ST-ZIP	1812 N FOREST PARK BLVD. FORT WORTH, TX 76102
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	V
4.3 STREET ADDRESS	WISEMAN, RUSSELL A
4.4 CITY-ST-ZIP	1812 N. FOREST PARK BLVD. FORT WORTH, TX 76102
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	D
5.3 STREET ADDRESS	FRANCIS, JR., JAMES B
5.4 CITY-ST-ZIP	1812 N. FOREST PARK BLVD. FORT WORTH, TX 76102
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	D
6.3 STREET ADDRESS	KLEINHEINZ, JOHN B
6.4 CITY-ST-ZIP	1812 N. FOREST PARK BLVD. FORT WORTH, TX 76102

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, with all other like empowered.

SIGNATURE: _____ **SIGNATURE REQUIRED** _____ 3-15-99 817-332-8883
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (11/98)