

F960000005302

**COMCAST
CORPORATION**

1500 MARKET STREET • PHILADELPHIA, PA 19102-2148 • (215) 800-1700

October 4, 1996

Via UPS 2-Day

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32390

500001971745
-10/11/96--01067--003
*****70.00 *****70.00

Re: Comcast Online Communications, Inc.

Dear Sir/Madam:

In connection with the above captioned corporation, I am enclosing herewith for filing the following:

1. A duly executed Application By Foreign Corporation For Authorization Transact Business in Florida.
2. A Good Standing Certificate from the domestic State of Delaware.
3. Our company's check in the amount of \$70.00 in payment of the fees associated with the above request.

Please forward evidence of the above filing to:

Comcast Corporation
Attn. Robert Shema
1500 Market Street, 35th Floor
Philadelphia, PA 19102

If you have any questions or should require further information in regard to the filing please contact me at (215) 981-7899.

Sincerely,

Robert E. Shema

Robert E. Shema
Corporate Paralegal

96 OCT 11 PM 4:02
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Comcast Online 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. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 25, 1996 5. Perpetual
(Date of Incorporation) (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. 1500 Market Street, 35th Floor
Philadelphia, PA 19102
(Current mailing address)

8. Cable Communications Services
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Ann J. Williams
(Registered agent's signature) (Officer)

ANN J. WILLIAMS, ASST. VICE PRESIDENT
(Type Name and Title of Officer)

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: Ralph J. Roberts

Address: 1500 Market Street

Philadelphia, PA 19102

Vice Chairman: Julian A. Brodsky

Address: 1500 Market Street

Philadelphia, PA 19102

Director: Brian L. Roberts

Address: 1500 Market Street

Philadelphia, PA 19102

Director: Stanley Wang

Address: 1500 Market Street

Philadelphia, PA 19102

B. OFFICERS

President: Brian L. Roberts

Address: 1500 Market Street

Philadelphia, PA 19102

Vice President: C. Stephen Backstrom

Address: 1500 Market Street

Philadelphia, PA 19102

Secretary: and Senior Vice President: Stanley Wang

Address: 1500 Market Street

Philadelphia, PA 19102

Treasurer: and Senior Vice President: John R. Alchin

Address: 1500 Market Street

Philadelphia, PA 19102

Please see attached Exhibit A.

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

13. 

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

14. Arthur R. Block, Vice President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Exhibit A

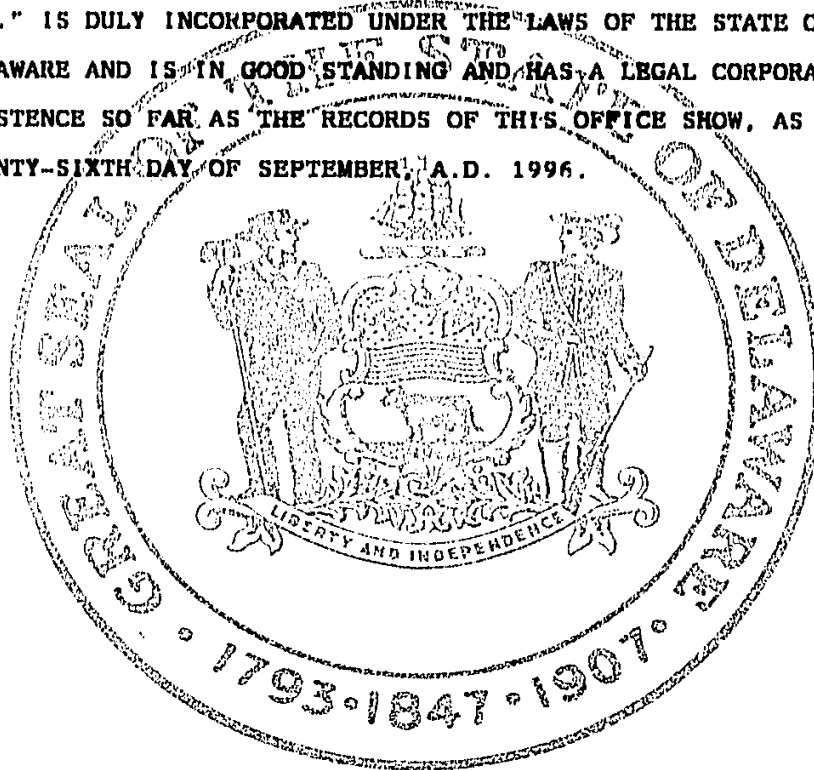
<u>TITLE</u>	<u>OFFICER NAME</u>	<u>ADDRESS</u>
Chairman	Ralph J. Roberts	1500 Market Street Philadelphia, PA 19102
Vice Chairman, Assistant Secretary and Assistant Treasurer	Julian A. Brodsky	1500 Market Street Philadelphia, PA 19102
President	Brian L. Roberts	1500 Market Street Philadelphia, PA 19102
Executive Vice President	Lawrence S. Smith	1500 Market Street Philadelphia, PA 19102
Senior Vice President and Treasurer	John R. Alchin	1500 Market Street Philadelphia, PA 19102
Senior Vice President and Secretary	Stanley Wang	1500 Market Street Philadelphia, PA 19102
Vice President - Tax Administration	C. Stephen Backstrom	1500 Market Street Philadelphia, PA 19102
Vice President, Assistant Secretary and Assistant Treasurer	Arthur R. Block	1500 Market Street Philadelphia, PA 19102
Vice President	Mark A. Coblitz	1500 Market Street Philadelphia, PA 19102
Vice President	Steven C. Craddock	1500 Market Street Philadelphia, PA 19102
Vice President	Joseph J. Euteneuer	1500 Market Street Philadelphia, PA 19102
Vice President	Roger B. Keating	1500 Market Street Philadelphia, PA 19102

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMCAST ONLINE COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8122482

09-26-96