
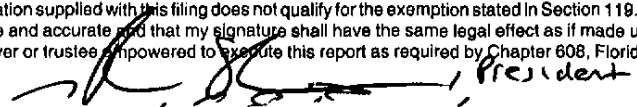


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR -9 PM 1:32 22 3/10	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company U.S. ONLINE COMMUNICATIONS L.L.C. ATTN: LAW DEPT. 1201 3RD AVE., STE. #5400 SEATTLE WA 98101				DOCUMENT # M96000000159			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country				2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 05/06/1996 3a. State of Formation WA 4. FEI Number 91-1689623 5. Date of Last Report 04/11/1997 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent NRAI SERVICES, INC. 526 E. PARK AVENUE TALLAHASSEE FL 32301				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 300002453643--2 Suite, Apt. #, etc. -03/11/98--01048--005 ****188.75 ****188.75 City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE N/A DATE							
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)							
10. Title	Managing Members/Managers		Business Street Address		City, State and Zip Code		
MGRM	PFLEGER, PAUL H		1201 3RD AVE., STE. 5400		SEATTLE WA		
MGRM	OREHEK, JOHN M		1201 3RD AVE, STE. 5400		SEATTLE WA		
MGRM	MCNAMEE, CHARLES		1201 3RD AVE., STE. 5400		SEATTLE WA		
MGRM	SOLOMON, ROB		8307 Shoal Creek Blvd. STE B		Austin, TX 78757		
11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address. SIGNATURE:  President 3/2/98 3/2/98 (512) 451-8765							