

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # **P30448** (5)

1. Corporation Name
NCUBE CORPORATION



Principal Place of Business
**110 MARSH DRIVE
FOSTER CITY CA 94404
US**

Mailing Address
**110 MARSH DR
S200
FOSTER CITY CA 94404
US**

2. Principal Place of Business
21. Suite, Apt. #, etc.
22. City & State
23. Zip
24. Country

2a. Mailing Address
26. Suite, Apt. #, etc.
27. City & State
28. Zip
29. Country

3. Date Incorporated or Qualified
08/08/1990

3a. Date of Last Report
02/28/1995

4. FEI Number
94-2900314

5. Certificate of Status Desired
 Applied For
 Not Applicable

6. Election Campaign Financing
Trust Fund Contribution
 **\$8.75 Additional
Fee Required**
 **\$5.00 May Be
Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes
 Yes No

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. 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 607.0507 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 607.0506, Florida Statutes.

SIGNATURE _____ DATE _____

12. OFFICERS AND DIRECTORS

1. TITLE	D	<input checked="" type="checkbox"/> DELETE
2. NAME	COLLEY, STEPHEN R.	
3. STREET ADDRESS	80 RIMFIRE CIR	
4. CITY, ST, ZIP	RENO NV	
5. TITLE	C	<input checked="" type="checkbox"/> DELETE
6. NAME	MEIRER, MICHAEL	
7. STREET ADDRESS	110 MARSH DRIVE	
8. CITY, ST, ZIP	FOSTER CITY CA	
9. TITLE	D	<input checked="" type="checkbox"/> DELETE
10. NAME	STEVENS, MARK	
11. STREET ADDRESS	2 PALO ALTO SQUARE	
12. CITY, ST, ZIP	PALO ALTO CA	
13. TITLE	P	<input type="checkbox"/> DELETE
14. NAME	DILBECK, RONALD	
15. STREET ADDRESS	110 MARSH DRIVE	
16. CITY, ST, ZIP	FOSTER CITY CA	
17. TITLE		<input type="checkbox"/> DELETE
18. NAME		
19. STREET ADDRESS		
20. CITY, ST, ZIP		
21. TITLE		<input type="checkbox"/> DELETE
22. NAME		
23. STREET ADDRESS		
24. CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2. NAME	SIMON, PHILIP	
3. STREET ADDRESS	220 MONTGOMERY ST., SUITE 1041	
4. CITY, ST, ZIP	SAN FRANCISCO, CA 94104	
5. TITLE	C	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6. NAME	ELLISON, LAWRENCE	
7. STREET ADDRESS	110 MARSH DRIVE	
8. CITY, ST, ZIP	FOSTER CITY CA 94404	
9. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
10. NAME		
11. STREET ADDRESS		
12. CITY, ST, ZIP		
13. TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
14. NAME		
15. STREET ADDRESS		
16. CITY, ST, ZIP	FOSTER CITY CA 94404	
17. TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
18. NAME	KOENIG, JOHN	
19. STREET ADDRESS	110 MARSH DRIVE	
20. CITY, ST, ZIP	FOSTER CITY, CA 94404	
21. TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22. NAME	BEAUCHAMP, ALAN	
23. STREET ADDRESS	110 MARSH DRIVE	
24. CITY, ST, ZIP	FOSTER CITY CA 94404	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 19.07(3)(k), 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 hereof, or in an attachment with an address.

SIGNATURE: **JOHN C. KOENIG, SECRETARY** 1-19-96 (415) 508-5456

CR2E034 (12/95)