

Filing fee \$150.00
License fee \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

85614

Corp. I.D. # ~~77-0317705~~

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

NETCOM On-Line Communication Services, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is NETCOM On-Line Communication Services, Inc.

SECOND: The name which it elects to use in Rhode Island is NETCOM On-Line Communication Services, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is September 29, 1994 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 3031 Tisch Way, San Jose, CA 95128

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.

By:


Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See Attachment to Application

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attachment to Application	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
40,000,000	Common Stock	-	\$.01 par value per share
5,000,000	Preferred Stock	-	\$.01 par value per share

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
6,754,029	Common Stock		\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 61,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$100,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 48,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 200,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 17, 1995

NETCOM On-Line Communication Services, Inc.
[Exact Corporate Name of Corporation Making Application]

By

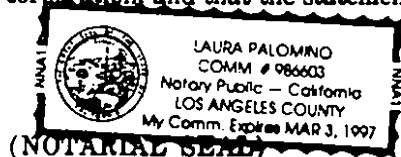
Its President

and

Its Secretary

STATE OF CALIFORNIA }
COUNTY OF SANTA CLARA } SC.

At SAN JOSE in said County on the 17TH day
of JULY 1995, before me personally appeared DAVID W.
GARRISON, who being by me first duly sworn, declared that
he is the PRESIDENT of NETCOM ON-LINE COMMUNICATION
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.



Laura Palomino
Notary Public

ATTACHMENT TO THE RHODE ISLAND
APPLICATION FOR CERTIFICATE OF AUTHORITY OF
NETCOM ON-LINE COMMUNICATION SERVICES, INC.

The specific purposes(s) of its business in Rhode Island are:

NETCOM On-Line Communication Services, Inc. provides its subscribers on-line access to the Internet's connectivity services which includes, communication, information, entertainment, computer resources and commercial applications.

The following are the names and addresses of the officers and directors:

<u>Name/Address</u>	<u>Title</u>	<u>Address</u>
Robert J. Rieger	Chief Executive Officer and Chairman of the Board	3031 Tisch Way San Jose, CA 95128
David W. Garrison	President, Chief Operating Officer and Director	3031 Tisch Way San Jose, CA 95128
Warren J. Kaplan	Executive Vice President, Chief Financial Officer, Secretary and Director	3031 Tisch Way San Jose, CA 95128
Rick C. Francis	Vice President, Software	3031 Tisch Way San Jose, CA 95128
Robert E. Tomasi	Vice President, Operations	3031 Tisch Way San Jose, CA 95128
Dennis P. David	Vice President, Network Operations	3031 Tisch Way San Jose, CA 95128
Donald P. Hutchison	Vice President, Sales and Marketing	3031 Tisch Way San Jose, CA 95128
Stephen J. Clearman	Director	One Bridge Plaza, 5th Floor, Fort Lee, New Jersey 07024-7502

Stephen J. Getsy Director

7480 Founders
Way
Pontevider,
Florida
32082

Lawrence W. Lepard Director

One Bridge
Plaza,
5th Floor,
Fort Lee,
New Jersey
07024-7502

Gary P. Madden Director

333 West San
Carlos Street,
Suite 1200,
San Jose, CA
95110

Ofer Nemirovsky Director

One Financial
Center, 44th
Floor
Boston, MA
02111

Michael R. O'Brien Director

6100 51st
South
St.
Petersburg,
Florida 32082

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NETCOM ON-LINE COMMUNICATION SERVICES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 1995, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7534378

DATE: 06-09-95