

F01000001176

 THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 997135 4814345

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
01 FEB 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 8, 2001

ORDER TIME : 9:43 AM

ORDER NO. : 997135-030

CUSTOMER NO: 4814345

CUSTOMER: Mr. Adam Schorr
Coudert Brothers
333 South Hope Street
23rd Floor
Los Angeles, CA 90071

500003674115--0

FOREIGN FILINGS

101 AUGUST 28 44

NAME: STYLECLICK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

RECEIVED
01 FEB 12 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 12, 2001

SANDRA MATHIS
CSC
TALLAHASSEE, FL

SUBJECT: STYLECLICK, INC.
Ref. Number: W01000003299

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for STYLECLICK, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

Your application indicates that STYLECLICK, INC. began transacting business in Florida on July 27, 2000. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 201A00008678

RECEIVED
DIVISION OF CORPORATIONS
2001 MAR - 1 PM 1:52
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
RESUBMIT
Please give original
submission date as file date.

**AFFIDAVIT OF SECRETARY
OF STYLECLICK, INC.**

Submitted in connection with Styleclick, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida.

The undersigned, Kerry Samovar, Secretary of Styleclick, Inc, does hereby certify the following:

1. Prior and subsequent to July 27, 2000, Internet Shopping Network LLC was transacting business in the State of Florida and was qualified to do so by the State of Florida.
2. On July 27, 2000, Internet Shopping Network, LLC became a wholly owned subsidiary of Styleclick, Inc.
3. For purposes of consolidation and efficiency, Internet Shopping Network applied for withdrawal of authority and, simultaneously, Styleclick, Inc. applied for authorization to transact business in the State of Florida.
4. Internet Shopping Network LLC's Application for Withdrawal of Authority was approved by the Florida Department of State on February 12, 2001.
5. Prior to February 12, 2001, Styleclick, Inc. did not transact business in Florida.
6. As of February 12, 2001, Styleclick, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida had not been approved.
7. Any failure by Styleclick, Inc. to obtain authority to transact business from February 12, 2001 to the date hereof was inadvertent on the part of Styleclick, Inc. and occurred despite Styleclick, Inc.'s efforts to obtain authorization to transact business during such period.

On behalf of Styleclick, Inc., I respectfully request that Styleclick, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida be approved and that no penalties be assessed by the State of Florida due to Styleclick, Inc.'s failure to obtain authorization to transact business in the state.

I declare under penalty of perjury under the laws of the State of California that the matters set forth in this Affidavit are true and correct of my own knowledge.

Dated: February 28, 2001

Kerry Samovar

LA 46251v1

LOCATION:

RX TIME 03/01 '01 11:20

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TALLAHASSEE, FLORIDA

The logo for styleclick USA NETWORKS. The word "styleclick" is in a lowercase, sans-serif font. To its right, "USA NETWORKS" is written in a smaller, uppercase, sans-serif font, with "USA" on the top line and "NETWORKS" on the bottom line. A small graphic of a network or globe is positioned between the two words.

Fax Cover Sheet

DATE: March 1st, 2001

TIME: 11:09 A.M.

TO: Mr. Buck Kohr

PHONE: (850)487-6914
FAX: (850)410-1015

FROM: Bryan McGinley
Sr. Accountant

PHONE: (323)403-1125
FAX: (323)403-1029

RE: Styleclick, Inc.

Number of pages including cover sheet: 2

Message:

Mr. Kohr,

Thanks again for your help today. The following letter is the explanation for the Rejected Application.

If you need further information please don't hesitate too call.

Bryan McGinley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



March 1st, 2001

Florida Department of State
PL-02, The Capitol
Tallahassee, Florida 32399-0250

ATT: Mr. Buck Kohr

RE: **STYLECLICK, INC.**
Corporate Registration

FAX#: (850) 410-1015

Dear Mr. Kohr,

Thank you for your assistance today on the phone. As we discussed the application for Styleclick, Inc. (submitted by Corporation Service Company) is the result of a merger on July 27th, 2000. The original company (merged into Styleclick, Inc.) was Internet Shopping Network, LLC. Internet Shopping Network was a qualified and registered business in the State of Florida.

The business activity for the new company, Styleclick, Inc., was reported under the Internet Shopping Network Identification numbers during the remainder of 2000. While the merger took place on July 27, 2000 (forming Styleclick, Inc. and merging Internet Shopping Network, LLC) they inadvertently did not file the Corporate registration for Styleclick, Inc. and continued operations in the State of Florida as Internet Shopping Network.

Please waive the \$1,150 registration penalty that is being assessed to Styleclick, Inc. in lieu of the facts discussed above. If you have any additional questions please contact Bryan McGinley at #(323)403-1125.

Thank You.

A handwritten signature in cursive script that reads "Bryan McGinley".

Bryan McGinley
Sr. Accountant
Styleclick, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. STYLECLICK, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 22, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 27, 2000

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5105 Goldleaf Circle, Los Angeles, CA 90056

(Principal office address)

5105 Goldleaf Circle, Los Angeles, CA 90056

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's 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.



(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached listing

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Maurizio Vecchione, Chief Executive Officer

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

A. Directors

Director: Maurizio Vecchione
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Mark Bozek
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Larry Jacobson
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Victor Kaufman
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Jon Miller
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Leslie Saleson
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Michael Sileck
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Hamilton South
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: John Tinker
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Director: Julius Genachowski
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

B. Officers

Office: Chief Executive Officer
Name: Maurizio Vecchione
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Office: President and Chief Operating Officer
Name: Edward Zinser
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Office: Executive Vice President, Finance and Chief Financial Officer
Name: Barry Hall
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

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TALLAHASSEE, FLORIDA

Office: Executive Vice President, Business Development
Name: Bruce Goldstein
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

Office: Vice President, General Counsel and Secretary
Name: ~~Edward Zinser~~ *Kelly Samovar*
Address: 5105 W. Goldleaf Circle, Los Angeles, California 90056

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STYLECLICK, 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 NINTH DAY OF FEBRUARY, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3193790 8300

AUTHENTICATION: 0964430

010066475

DATE: 02-09-01