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CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
 TALLAHASSEE, FL 32301

Address
 222-1092

City State Zip Phone

CORPORATION(S) NAME

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 -06705296--01039--016
 *****70.00 *****70.00

HSN Direct International Limited Corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merge
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call if Problem	<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	

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 TALLAHASSEE, FL 32301

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Verifier
Acknowledgment
W.P. Verifier

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**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. HSN Direct International Limited Corporation
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. England and Wales
(State or country under the law of which it is incorporated)
3. 2/8/96 4. Perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. April, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 9090, Clearwater, FL 34618-9090
(Current mailing address)
8. Direct Marketing of Consumer Products
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Roger Luard
Address: c/o Flextech p.l.c.
Twyman House, 16 Bonny Street, Camden, London England
NW1 9PG

Vice Chairman: Brent Luard
Address: c/o Flextech p.l.c.
Twyman House, 16 Bonny Street, Camden, London, England NW1 9PG

Director: Valerie Knott
Address: c/o Flextech p.l.c.
Twyman House, 16 Bonny Street, Camden, London NW1 9PG

Director: Mark Luiz
Address: c/o Flextech p.l.c.
Twyman House, 16 Bonny Street, Camden, London NW1 9PG

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9. Officers:

CEO President: Kevin Harrington, Chief Executive Officer
Address: 2501 118th Avenue, No. P.O. address: P.O. Box 9090
St. Petersburg, FL 33716 Clearwater, FL 34618-9090
(above, physical address)

COO Vice President: Robert Swift, Chief Operating Officer
Address: 2501 118th Avenue, N. P.O. address: P.O. Box 9090
St. Petersburg, FL 33716 Clearwater, FL 34618-9090

Secretary: Mark Lulu
Address: c/o Flextech p.l.c.
Twyman House
16 Bonny Street, Camden, London NW19Pg

Treasurer: Mark Lulu
Address: (same as above)

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

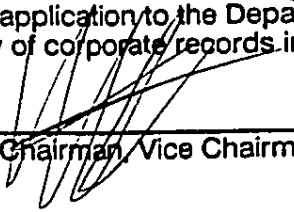
Name: H. Steven Holtzman
Office Address: 2501 118th Avenue North
St. Petersburg, Florida

11. 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: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Kevin Harrington, Chief Executive Officer
(Name and capacity of person signing application)



THE COMPANIES ACT 1985

Company No. 3156797

The Registrar of Companies for England and Wales hereby certifies that
HSN DIRECT INTERNATIONAL LIMITED (originally called **CONTINENTAL SHELF 48 LIMITED** which name was changed by special resolution on 3rd May 1996 to **HSN DIRECT INTERNATIONAL LIMITED**) was incorporated under the Companies Act 1985 as a limited company on 8th February 1996.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 26th July 1996

MRS. M. JEYA
for the Registrar of Companies

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