

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 26 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # **F96000003969 (0)**
1. Corporation Name
HSN DIRECT INTERNATIONAL LIMITED CORPORATION

Principal Place of Business PO BOX 8080 CLEARWATER FL 34618-8080	Mailing Address PO BOX 8080 CLEARWATER FL 34618-8080
--	--



DO NOT WRITE IN THIS SPACE

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 08/05/1996		3a. Date of Last Report	
4. FET Number 98-0161827		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent HOLTZMAN, H S 2501 118TH AVE N. ST. PETERSBURG FL 33716				10. Name and Address of New Registered Agent 81 Name BOLING, CHRISTOPHER 82 Street Address (P.O. Box Number is Not Acceptable) 2501 118TH AVE N 83 84 City ST. PETERSBURG FL 85 Zip Code 33716			
---	--	--	--	---	--	--	--

11. Pursuant to the provisions of Sections 607.0502 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 607.0505, Florida Statutes.

SIGNATURE *Christy M. Boling* DATE **8/6/97**
Signature, typed or printed name of registered agent and date if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUARD, ROGER	1.2 NAME	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	1.3 STREET ADDRESS	160 GREAT PORTLAND ST.
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	1.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
TITLE	DC	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUARD, BRENT	2.2 NAME	HARMAN, BRENT
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	2.3 STREET ADDRESS	160 GREAT PORTLAND ST.
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	2.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
TITLE	D	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNOTT, VALERIE	3.2 NAME	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	3.3 STREET ADDRESS	160 GREAT PORTLAND ST.
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	3.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
TITLE	STD	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUIS, MARK	4.2 NAME	LUIS, MARK
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	4.3 STREET ADDRESS	160 GREAT PORTLAND ST.
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	4.4 CITY-ST-ZIP	LONDON, ENGLAND W1N5TB
TITLE	CEO	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRINGTON, KEVIN	5.2 NAME	
STREET ADDRESS	2501 118TH AVE N.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33716	5.4 CITY-ST-ZIP	
TITLE	COO	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SWIFT, ROBERT	6.2 NAME	
STREET ADDRESS	2501 118TH AVE N.	6.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33716	6.4 CITY-ST-ZIP	

14. 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 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 if changed, or on an attachment with an address.

SIGNATURE *Robert Swift*

CR2E034 (4/97)

ADDITIONAL DIRECTORS

Title	D
Name	McMullen, Michael
Street Address	2501 118th Ave N
City-St-Zip	St. Petersburg, FL 33716

Title	D
Name	Hopkins, Michael
Street Address	2501 118th Ave N
City-St-Zip	St. Petersburg, FL 33716