

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



Principal Place of Business PO BOX 9090 CLEARWATER FL 34618-9090	Mailing Address PO BOX 9090 CLEARWATER FL 34618-9090
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/05/1996	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 98-0161827	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

g. 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 BOHNE, CHRISTOPHER
82 Street Address (P.O. Box Number is Not Acceptable) 2501 118TH AVE N
83
84 City ST. PETERSBURG
85 Zip Code FL 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. Bohne* DATE **8/6/97**

Signature, typed or printed name of registered agent and date if applicable. (NOTE: Reg-stered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	LUARD, ROGER	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	LUARD, BRENT	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KNOTT, VALERIE	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	LUIS, MARK	
STREET ADDRESS	TWYMAN HOUSE 16 BONNY ST.	
CITY-ST-ZIP	CAMDEN LONDON ENGLAND NW1 9P	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	HARRINGTON, KEVIN	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL 33716	
TITLE	COO	<input type="checkbox"/> DELETE
NAME	SWIFT, ROBERT	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL 33716	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	160 GREAT PORTLAND ST.
1.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	HARMAN, BRENT
2.3 STREET ADDRESS	160 GREAT PORTLAND ST.
2.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	160 GREAT PORTLAND ST.
3.3 STREET ADDRESS	LONDON ENGLAND W1N5TB
3.4 CITY-ST-ZIP	LONDON ENGLAND W1N5TB
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	LUIZ, MARK
4.3 STREET ADDRESS	160 GREAT PORTLAND ST.
4.4 CITY-ST-ZIP	LONDON, ENGLAND W1N5TB
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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