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Feb 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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 9090
CLEARWATER FL 34618-9090

Mailing Address
PO BOX 9090
CLEARWATER FL 34618-9090



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/05/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 98-0161827	
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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

BOHNE, CHRISTOPHER
2501 118TH AVE N
ST PETERSBURG FL 33716

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC LUARD, ROGER	1.1 TITLE	
NAME	160 GREAT PORTLAND ST	1.2 NAME	
STREET ADDRESS	LONDON EN	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DC HARMAN, BRENT	2.1 TITLE	
NAME	160 GREAT PORTLAND ST	2.2 NAME	
STREET ADDRESS	LONDON EN	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D KNOTT, VALERIE	3.1 TITLE	
NAME	160 GREAT PORTLAND ST	3.2 NAME	
STREET ADDRESS	LONDON EN	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	STD LUIZ, MARK	4.1 TITLE	
NAME	160 GREAT PORTLAND ST	4.2 NAME	
STREET ADDRESS	LONDON EN	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	CEO HARRINGTON, KEVIN	5.1 TITLE	
NAME	2501 118TH AVE N.	5.2 NAME	
STREET ADDRESS	ST. PETERSBURG FL 33716	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	COO SWIFT, ROBERT	6.1 TITLE	
NAME	2501 118TH AVE N.	6.2 NAME	
STREET ADDRESS	ST. PETERSBURG FL 33716	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 F. Swift ROBERT F. SWIFT 1-20-98

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0397879

CR2E034 (10/97)