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660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

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****285.00 ****285.00

CORPORATION(S) NAME

HSN Fulfillment, LLC

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( ) Profit
( ) NonProfit ( ) Amendment ( ) Merger

( ) Foreign ( ) Dissolution/Withdrawal (X) Limited Liability Company

( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Name Registration ( ) Change of R.A.
( ) Fictitious Name ( ) UCC-1 Financing Statement ( ) UCC-3 Filing
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CR2E031 (1-89)

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. HSN Fulfillment LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 59-3491619
(FEI number, if applicable)

4. February 3, 1998
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 1 HSN Drive
St. Petersburg, FL 33729
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
USANi LLC	MGR	152 West 57th Street New York, NY 10019	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A hotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HSN Fulfillment LLC

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Vicky Goldstein
(Signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

Filing Fee: $ 35 for Designation of Registered Agent

(FL057)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of HSN Fulfillment, LLC

_____ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is $ 0.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is $ 0.00 ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is $ 0.00 .
(This total includes amounts from 2 and 3 above.)

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

H. Steven Holtzman
Typed or printed name of signee

Filing Fee: $250.00 for Application and Affidavit

(FL058 - 4/23/98)
CT System

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HSN FULFILLMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9182623

DATE: 07-07-98