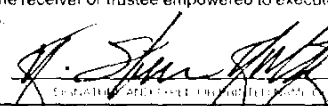


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 25 PM 5:00 TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M98000000802			
HSN FULFILLMENT LLC 1 HSN DRIVE ST. PETERSBURG FL 33729		1a. Principal Place of Business Address 1 HSN DRIVE ST. PETERSBURG FL 33729			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/22/1998	
City & State		City & State		DE	
Zip		Country		4. FEI Number	
				59-3491619	
				☐ Applied For ☐ Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				☒ \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____				DATE _____	
(Registered Agent Accepting Appointment as Registered Agent/Office, or both, in the State of Florida)					
10. Title		Managing Members/Managers		Business Street Address	
MGR		USANI LLC,		152 WEST 57TH STREET	
				NEW YORK NY 10019	
				4000002863704--5 -05/05/98--01068--002 ****188.75 ****188.75	
					
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE:  H. Steven Wolterman, 4/14/99 572-8585 Assistant Secretary					