
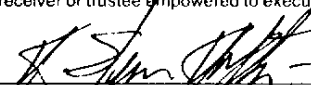


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR 23 AM 8:22	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT # M98000001168</b>		1a. Principal Place of Business Address	
INTERNET SHOPPING NETWORK LLC 1 HSN DRIVE ST. PETERSBURG FL 33729				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.		10/12/1998	
City & State		City & State		4. FEI Number	
Zip		Zip		58-2370854	
Country		Country		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				<input checked="" type="checkbox"/> \$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		
			Zip Code		
			FL		
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) (NOTE: Registered Agent signature required when not changing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	USANI LLC,	152 WEST 57TH STREET		NEW YORK NY 10019	
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 Holtzman, 4/14/99 572-8585 (727)					