


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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 23 AM 8:22

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company HSN TRAVEL LLC 1 HSN DRIVE ST. PETERSBURG FL 33729	DOCUMENT # M98000001169
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1a. Principal Place of Business Address 1 HSN DRIVE ST. PETERSBURG FL 33729

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip
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3. Date Organized or Qualified 10/12/1998	3a. State of Formation DE
4. FEI Number 59-3491521	<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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 200002856932 Suite, Apt. #, etc 04/29/99 01094 015 ****188.75 ****188.75 City FL Zip Code 10311
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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 <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when rechartering)</small>	DATE
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10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	USANI LLC,	CARNEGIE HALL TOWER, 152 W 5TH ST 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: <i>H. Steven Wolterman</i> (727) 4/14/99 572-8585 Assistant Secretary