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REFERENCE : 219742 6774A			
AUTHORIZATION :			
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ORDER DATE: July 12, 2001		*, <b>6</b> *4	
ORDER TIME : 3:27 PM			
ORDER NO. : 219742-005			
CUSTOMER NO: 6774A	ē.		
CUSTOMER Larry Hayes, Esq _ SO!	00044	4757958	3
က ခြင့် 1200 Wilson Drive	:		
된 글로 West Chester, PA 19380 DOMESTIC FILING	 		
DOMESTIC FILING			
NAME: QVC RS NAPLES, INC.	IALLA	2001 JUL SECRET	
EFFECTIVE DATE:		TARY C	
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION		PH 4: 43  OF STATE FE FLORIDA	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		<b>⊳ ω</b>	

CONTACT PERSON: Janna Wilson - EXT. 1155

CERTIFICATE OF GOOD STANDING

CERTIFIED COPY
PLAIN STAMPED COPY

EXAMINER'S INITIALS:

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2001 JUL 13 PM 4: 43

SECRETARY OF STATE TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

ΟF

QVC RS NAPLES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

### ARTICLE L. NAME

The name of the corporation shall be:

QVC RS NAPLES, INC.

The address of the principal office of this corporation shall be 1200 Wilson Drive, West Chester, PA 19380,

and the mailing address of the corporation shall be the same.

### ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value per share.

### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Douglas Briggs

1200 Wilson Drive West Chester, PA 19380

Neal Grabell

1200 Wilson Drive West Chester, PA 19380

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### ARTICLE VII. INCORPORATOR

2001 JUL 13 PM 4: 43

The name and street address of the incorporator SECRETARY OF STATE these Articles of Incorporation:

Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on July 12, 2001.

Octorah O Skipper It's Agent, Deborah D. Skipper

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Ulbuh D Skipper
It's Agent, Deborah D. Skipper

Authorized Service Representative Corporation Service Company

JRE/JANNA WILSON