SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Oct 07 1998 8:00am
Secretary of State

DOCUMENT # P11262 (3)

1. Corporation Name
~~HSN, INC.~~
USA Networks, Inc.

Principal Place of Business	Mailing Address
2501 118TH AVE N. STE 300 ST. PETERSBURG FL 33716 US	P.O. BOX 9090 STE 300 CLEARWATER FL 34618-9090 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/28/1986

2. Principal Place of Business	2a. Mailing Address
21 152 West 57th Street	26 152 West 57th Street
Suite, Apt. #, etc. 22 42nd Floor	Suite, Apt. #, etc. 27 42nd Floor
City & State 23 New York, NY	City & State 28 New York, NY
Zip / Country 24 10019 / 25 USA	Zip / Country 29 10019 / 30 USA

4. FEI Number: 59-2712887 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☒ $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☐ No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DCEO	☒ DELETE	1.1 TITLE	D/C	☒ Change ☐ Addition
NAME	DILLER, BARRY		1.2 NAME	Diller, Barry	
STREET ADDRESS	2501 118TH AVE N.		1.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
CITY-ST-ZIP	ST. PETERSBURG FL		1.4 CITY-ST-ZIP	New York, NY 10019	
TITLE	DVC	☒ DELETE	2.1 TITLE	D	☒ Change ☐ Addition
NAME	HELD, JAMES G		2.2 NAME	Held, James G.	
STREET ADDRESS	2501 118TH AVE N.		2.3 STREET ADDRESS	1 HSN Drive	
CITY-ST-ZIP	ST. PETERSBURG FL		2.4 CITY-ST-ZIP	St. Petersburg FL 33729	
TITLE	D	☒ DELETE	3.1 TITLE	D	☒ Change ☐ Addition
NAME	KAUGMAN, VICTOR		3.2 NAME	Kaufman, Victor	
STREET ADDRESS	2501 118TH AVE N.		3.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
CITY-ST-ZIP	ST. PETERSBURG FL		3.4 CITY-ST-ZIP	New York, NY 10019	
TITLE	VGS	☒ DELETE	4.1 TITLE	V/S	☐ Change ☒ Addition
NAME	GALLAGHER, JAMES G		4.2 NAME	Thomas J. Kuhn	
STREET ADDRESS	2501 118TH AVE N.		4.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
CITY-ST-ZIP	ST. PETERSBURG FL		4.4 CITY-ST-ZIP	New York, NY 10019	
TITLE	VCT	☒ DELETE	5.1 TITLE	V/T	☐ Change ☒ Addition
NAME	TROSPER, JED B		5.2 NAME	Michael Durney	
STREET ADDRESS	2501 118TH AVE N.		5.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
CITY-ST-ZIP	ST. PETERSBURG FL		5.4 CITY-ST-ZIP	New York, NY 10019	
TITLE	V	☒ DELETE	6.1 TITLE	V	☐ Change ☒ Addition
NAME	POLLIN, MARY ELLEN		6.2 NAME	Dara Khosrowshahi	
STREET ADDRESS	2501 118TH AVE N.		6.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
CITY-ST-ZIP	ST. PETERSBURG FL		6.4 CITY-ST-ZIP	New York, NY	

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] 9/25/98 212-314-7235

CR2E034 (5/98)