

FILED  
H07000251930 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |                                                                                                                                                                          |                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| <b>CORPORATION<br/>REINSTATEMENT</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          |  <b>FLORIDA DEPARTMENT OF STATE<br/>Secretary of State<br/>DIVISION OF CORPORATIONS</b> |                                           |
| <b>DOCUMENT #</b> <u>P11262</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |                                                                                                                                                                          |                                           |
| <b>1. Corporation Name</b><br><b>USA Networks, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                          |                                                                                                                                                                          |                                           |
| <b>2. Principal Office Address - No P.O. Box #</b><br><b>555 West 18th Street</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          | <b>3. Mailing Office Address</b><br><b>555 West 18th Street</b>                                                                                                          |                                           |
| <b>State, Apt. #, etc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                          | <b>State, Apt. #, etc.</b>                                                                                                                                               |                                           |
| <b>City &amp; State</b><br><b>New York, NY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          | <b>City &amp; State</b><br><b>New York, NY</b>                                                                                                                           |                                           |
| <b>Zip</b><br><b>10011</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Country</b><br><b>USA</b>             | <b>Zip</b><br><b>10011</b>                                                                                                                                               | <b>Country</b><br><b>USA</b>              |
| <b>4. Date incorporated or Qualified To Do Business in Florida</b><br><b>8/28/1986</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                          | <b>592712887</b>                                                                                                                                                         |                                           |
| <b>5. CERTIFICATE OF STATUS DESIRED</b> <input type="checkbox"/> <b>SP-15</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          | <b>APPLIED FOR</b><br><input type="checkbox"/> <b>Not Applicable</b>                                                                                                     |                                           |
| <b>6. Name and Address of Current Registered Agent</b><br><b>CT Corporation System</b><br><b>1200 S. Pine Island Road</b><br><b>Plantation</b> <b>FL 33324</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          |                                                                                                                                                                          |                                           |
| <input checked="" type="checkbox"/> <b>The reinstatement fee is imposed, except in circumstances which the entity did not receive the prior notices. By checking this box, you are certifying the prior notices were not received and requesting the reinstatement fee be waived.</b>                                                                                                                                                                                                                                                                                                                                                                                                        |                                          |                                                                                                                                                                          |                                           |
| <b>8. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of section 807.0306 or 817.0503, F.S.</b><br><b>Signature of Registered Agent</b> <u>Charles W. Meyer</u> <b>CHARLES W. MEYER</b> <b>Assistant Secretary</b> <b>Date</b> <u>10/10/07</u><br><b>REGISTERED AGENT UNDER SIGNATURE</b>                                                                                                                                                                                                                                                                                                                                |                                          |                                                                                                                                                                          |                                           |
| <b>9. Name and Street Address of Each Officer and/or Director (Florida non-profit corporations must list at least 3 directors)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                          |                                                                                                                                                                          |                                           |
| <b>Title</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>Name of Officers and/or Directors</b> | <b>Street Address of Each Officer and/or Director</b>                                                                                                                    | <b>City / State / Zip</b>                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>See Attachment A</b>                  |                                                                                                                                                                          |                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |                                                                                                                                                                          |                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |                                                                                                                                                                          |                                           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |                                                                                                                                                                          |                                           |
| <b>REINSTATEMENT</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          | <b>RH 10-07</b>                                                                                                                                                          |                                           |
| <b>10. I certify that I am an officer or director of the receiver or trustee empowered to execute this application as provided for in chapter 807 or 817, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 807.0401 or 817.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption contained in Chapter 110, F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.</b> |                                          |                                                                                                                                                                          |                                           |
| <b>SIGNATURE:</b> <u>Jane Hawkins</u> <b>Jane Hawkins</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                          | <b>Date</b> <u>10/10/07</u>                                                                                                                                              | <b>Office Phone #</b> <u>212.314.7300</u> |
| <b>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                          |                                                                                                                                                                          |                                           |

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Attachment A

**List of Officers and Directors**

**OFFICERS**

|                      |                                                                       |
|----------------------|-----------------------------------------------------------------------|
| Barry Diller         | Chairman and Chief Executive Officer                                  |
| Victor Kaufman       | Vice Chairman                                                         |
| Doug Lebda           | President and Chief Operating Officer                                 |
| Thomas McInerney     | Executive Vice President and Chief Financial Officer                  |
| Gregory Blatt        | Executive Vice President, General Counsel and Secretary               |
| Shana Fisher         | Senior Vice President, Strategic Planning and Mergers & Acquisitions  |
| Kim Gorsuch-Bradbury | Senior Vice President, Business Strategy                              |
| Joanne Hawkins       | Senior Vice President, Deputy General Counsel and Assistant Secretary |
| Gregory Morrow       | Senior Vice President, Taxation                                       |
| Jason Rapp           | Senior Vice President, Mergers & Acquisitions                         |
| Jonathan Sanchez     | Senior Vice President and Chief Communications Officer                |
| Michael Schwerdtman  | Senior Vice President and Controller                                  |
| Kathy Kohler         | Chief Privacy Counsel                                                 |
| Jason Stewart        | Chief Administrative Officer                                          |
| Jane Thompson        | Managing Director, International                                      |
| TJ Clark             | Vice President, Operations                                            |
| Eric DeGraw          | Vice President, Taxation                                              |
| Ed Ferguson          | Vice President, Associate General Counsel and Assistant Secretary     |
| David Flynn          | Vice President, Tax                                                   |
| Liz Grizzetti        | Vice President and Assistant Controller                               |
| Seth Klein           | Vice President for Emerging Businesses                                |
| Joey Levin           | Vice President, Financial Planning and Analysis                       |
| Trish (Morrison)     | Vice President, Internal Audit                                        |
| Lounsbury            |                                                                       |
| Vincent Luciani      | Vice President of Corporate Information Technology                    |
| Kara Nortman         | Vice President, Mergers & Acquisitions                                |
| Daren Osti           | Vice President, Real Estate                                           |
| Lauren Poral         | Vice President, Strategic Planning                                    |
| Andrea Riggs         | Vice President, Corporate Communications                              |
| Brent Thompson       | Vice President, Government Affairs                                    |
| Gregg Winarski       | Vice President, Associate General Counsel and Assistant Secretary     |
| Stuart Cawthorn      | Assistant Secretary                                                   |
| Tanya Starich        | Assistant Secretary                                                   |

**DIRECTORS**

|                    |                               |
|--------------------|-------------------------------|
| Barry Diller       | Victor A. Kaufman             |
| Bryan Lourd        | Edgar Bronfman, Jr.           |
| Donald R. Keough   | Arthur C. Martinez            |
| Steven Ratner      | General H. Norman Schwarzkopf |
| Alan G. Spoon      | Diane von Furstenberg         |
| William H. Berkman | John C. Malone                |

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To: The Florida Dept. of State  
Subject: 000631.75853

From: Ashley Smith

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Attachment A

**BUSINESS ADDRESS**

In care of: IAC  
555 West 18<sup>th</sup> Street  
New York, NY 10011  
Attention: General Counsel  
(Please Use Business address for all Officers)

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Florida Department of State  
Division of Corporations  
Public Access System

*\*File First\**

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations  
Fax Number : (850) 617-6384

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

*\*File First\**

*000631.75853*

**CORPORATION REINSTATEMENT**

**USA NETWORKS, INC.**

|                       |                       |
|-----------------------|-----------------------|
| Certificate of Status | 0                     |
| Certified Copy        | <i>8</i> 1            |
| Page Count            | 02                    |
| Estimated Charge      | <del>\$1,650.00</del> |

*Please provide a certified copy.*

*\$1,058.75*

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Corporate Filing Menu

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*Client waived \$600  
reinstatement penalty  
fee.*

To: The Florida Dept. of State  
Subject: 000931.75853

From: Ashley Smith

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850-617-6381

10/15/2007 1:05

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Florida Dept of State

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE



PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

October 15, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

USA NETWORKS, INC.  
152 WEST 57TH STREET  
42ND FLOOR  
NEW YORK, NY 10019US

SUBJECT: USA NETWORKS, INC.  
REF: P11262

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

Please submit the reinstatement application and the name change amendment at the same time. We can not process one filing without the other.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6059.

Sean Toner  
Senior Section Administrator

FAX Aud. #: H07000251930  
Letter Number: 307A00060494

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

P.O. BOX 6327 - Tallahassee, Florida 32314