

P96000012286



Chere R. Roane
45 Drennen Road
Orlando, Florida 32806
407-859-7940

January 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida

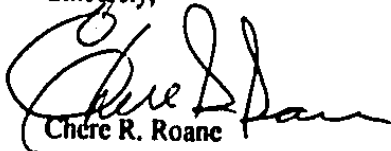
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****122.50 ****122.50

Gentlemen

Enclosed are two originals of the Articles of Incorporation for Shopping Networks, Inc.
Also enclosed is our check in the amount of \$122.50 for filing fees. Please process
accordingly.

Should you have any questions please do not hesitate to contact me.

Sincerely,


Chere R. Roane

CRR/cc

Enclosures

SN FEB - 8 1996

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56 FEB - 5 PM 1:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

96 FEB -5 PM 1:07

The Undersigned acting as Incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Shopping Networks, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To operate a broadcast network system for purchase and distribution of products for sale.
3. It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safety deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollars (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE & REGISTERED AGENT

The initial street address of the registered offices of the corporation and corporate office in the State will be 45 Drennen Road, Orlando, Florida 3206. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Barry M. Ayers. Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of directors of this corporation shall be five (5). The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, in the initial organizational meeting, but shall never be less than one (1).

The names of the initial members of the Board of Directors who shall hold office for the first year of existence of this corporation or until his successor are elected or appointed and have qualified are:

Chere R. Roane
1701 E. Marks Street
Orlando, Florida 32803

Michael George Ward Birch
200 St. Andrews Blvd Unit 1304
Winter Park, Florida 32782

Barry M. Ayers
200 St. Andrews Blvd Unit 1304
Winter Park, Florida 32782

Neil C. Eisenberg
107 W. Van Buren Blvd Suite 207
Chicago, Ill 60605

L. Glen Lowery
903 Alkaloma Avenue
Orlando, Florida 32803

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, The undersigned authority, personally appeared **CHERE R. ROANE** and **BARRY M. AYERS**, known to me as the individuals described in or produced Kelvin as identification and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the same instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of January, 1996.

Deborah U. Snipes
Notary Public State of Florida

MY Commission Expires:



DEBORAH U. SNIPES
My Commission CC601837
Expires Nov. 08, 1999

WALLAHASSEE, FLORIDA

65 FEB -5 PM 1:07

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