

P96000042336

October 3, 1996

Ms. Judy Eure
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/07/96--01002--010
***122.50 ***122.50

Dear Judy,

I have enclosed two copies of the incorporation papers for HSN Direct Access, Inc. The principals would like to have an immediate effective date.

Enclosed also is a check for \$122.50 for filing and returning a certified copy. Please return the papers to Mr. John J. Kevorkian, 2857 Executive Drive, Suite 110, Clearwater, FL 34622.

I appreciate your expediting the filing and for calling me at (813) 286-8699 to tell me the papers have been filed.

Many thanks, once more.

Sincerely,

Beverly M. Turner

Beverly M. Turner
Senior Partner

enclosures (3)

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DIVISION OF CORPORATION

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MANAGEMENT CONSULTANTS

Strategic Business Plans

Human Resources

1111 Westshore Blvd.
Suite 515, Tampa, FL 33607
(813) 286-8699
Pinellas (813) 446-8529
FAX (813) 282-3480

ARTICLES OF INCORPORATION
OF
HSN DIRECT ACCESS, INC.

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TALLAHASSEE

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME

The name of the Corporation shall be HSN Direct Access, Inc. The initial mailing address of the Corporation shall be 2857 Executive Drive, Suite 110, Clearwater, FL 32622.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the filing date of these Articles.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock all of one class having a par value of \$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1). Directors are

Burke Hedges
2857 Executive Drive, Suite 110
Clearwater, FL 34622

John Jacob Kevorkian III
2857 Executive Drive, Suite 110
Clearwater, FL 34622

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2857 Executive Drive, Suite 110, Clearwater, FL 34622.

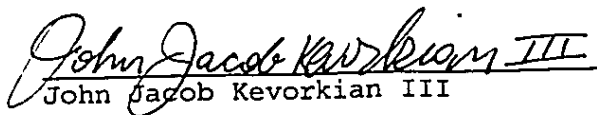
Section 2. The name of the initial registered agent of the Corporation located at said address shall be John Jacob Kevorkian III.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is

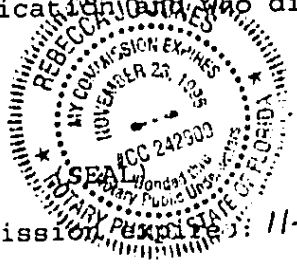
Name	Address
John Jacob Kevorkian III	2857 Executive Drive Suite 110 Clearwater, FL 34622

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 3rd day of October, 1996.


John Jacob Kevorkian III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of October, 1996, by John Jacob Kevorkian III, who provided Florida driver's license K162-470-66-342-0 as identification and who did not take an oath.



Rebecca Jo Jones
Notary Public

My commission expires: 11-23-96

ACCEPTANCE

I hereby accept to act as initial Registered Agent for HSN Direct Access, Inc., as stated in these articles of Incorporation.

John Jacob Kevorkian III
John Jacob Kevorkian III

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