

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
May 06, 1999 8:00 am  
Secretary of State

05-06-1999 90286 004 \*1,500.00

DOCUMENT # P98000050234

1. Corporation Name  
GENERATION N, INC.

Principal Place of Business  
605 LINCOLN RD  
MIAMI BEACH FL 33139

Mailing Address  
1 HSN DRIVE  
ST PETERSBURG FL 33729



DO NOT WRITE IN THIS SPACE

|   |  |
|---|--|
| 3. Date Incorporated or Qualified<br>05/29/1998   |  |
| 4. FEI Number<br>65-0838311   | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/>   | \$8.75 Additional Fee Required                         |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>   | \$5.00 May Be Added to Fees                            |
| 8. This corporation owes the current year intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |

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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND RD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

|   |             |
|---|-------------|
| 81 Name   | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83  |             |
| 84 City   | FL          |

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |  |
|----------------------------|---------------------------------|---|--|
| TITLE                      | <input type="checkbox"/> DELETE | 1.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 1.2 NAME  | VD Genachowski, Julius   |
| STREET ADDRESS             |                                 | 1.3 STREET ADDRESS                                    | 152 West 57th St., 42nd Fl.  |
| CITY-ST-ZIP                |                                 | 1.4 CITY-ST-ZIP                                       | New York, NY 10019   |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 2.2 NAME  | PD Miller, Jonathan  |
| STREET ADDRESS             |                                 | 2.3 STREET ADDRESS                                    | 152 West 57th St., 42nd Fl.  |
| CITY-ST-ZIP                |                                 | 2.4 CITY-ST-ZIP                                       | New York, NY 10019   |
| TITLE                      | <input type="checkbox"/> DELETE | 3.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 3.2 NAME  | VD Binzak, Doug  |
| STREET ADDRESS             |                                 | 3.3 STREET ADDRESS                                    | 8500 West Sunset Blvd.   |
| CITY-ST-ZIP                |                                 | 3.4 CITY-ST-ZIP                                       | West Hollywood, CA 90069   |
| TITLE                      | <input type="checkbox"/> DELETE | 4.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 4.2 NAME  | T Rosenberg, Helen   |
| STREET ADDRESS             |                                 | 4.3 STREET ADDRESS                                    | 8800 West Sunset Blvd.   |
| CITY-ST-ZIP                |                                 | 4.4 CITY-ST-ZIP                                       | West Hollywood, CA 90069   |
| TITLE                      | <input type="checkbox"/> DELETE | 5.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 5.2 NAME  | AS H. Steven Holtzman  |
| STREET ADDRESS             |                                 | 5.3 STREET ADDRESS                                    | 1 HSN Drive  |
| CITY-ST-ZIP                |                                 | 5.4 CITY-ST-ZIP                                       | St. Petersburg, FL 33729   |
| TITLE                      | <input type="checkbox"/> DELETE | 6.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | 6.2 NAME  | AT Ken Morgan  |
| STREET ADDRESS             |                                 | 6.3 STREET ADDRESS                                    | 1 HSN Drive  |
| CITY-ST-ZIP                |                                 | 6.4 CITY-ST-ZIP                                       | St. Petersburg, FL 33729   |

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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

4/27/99 (212) 314-7274

CR2E034 (11/98)

V

Binke, Mark  
605 Lincoln Road  
Miami Beach, FL 33139

V

Leshem, Matti  
605 Lincoln Road  
Miami Beach, FL 33139

S

Bolter, Howard  
8800 West Sunset Blvd.  
West Hollywood, CA 90069

AT

Swartz, Jeff  
8800 West Sunset Blvd.  
West Hollywood, CA 90069

AT

Morgan, Ken  
1 HSN Drive  
St. Petersburg, FL 33729

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512001-90286-36