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May 06, 1999 8:00 am
Secretary of State

05-06-1999 90292 001 ***750.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000050943

1. Corporation Name
OCEAN DRIVE U.S.A., 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: 05/29/1998

4. FEI Number: 65-0838302 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 the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21
 Suite, Apt. #: 22
 City & State: 23
 Zip: 24 Country: 25

2a. Mailing Address: 26
 Suite, Apt. #: 27
 City & State: 28
 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	VD Genachowski, Julius
1.3 STREET ADDRESS	152 W. 57th St., 42nd Fl.
1.4 CITY-ST-ZIP	New York, NY 10019
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	PD Miller, Jonathan
2.3 STREET ADDRESS	152 W. 57th St., 42nd Fl.
2.4 CITY-ST-ZIP	New York, NY 10019
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	VD Binzak, Doug
3.3 STREET ADDRESS	8800 W. Sunset Blvd.
3.4 CITY-ST-ZIP	W. Hollywood, CA 90069
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	AS Holtzman, H. Steven
4.3 STREET ADDRESS	1 HSN Drive
4.4 CITY-ST-ZIP	St. Petersburg, FL 33729
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	T Rosenberg, Helen
5.3 STREET ADDRESS	8800 W. Sunset Blvd.
5.4 CITY-ST-ZIP	W. Hollywood, CA 90069
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	AT Morgan, Ken
6.3 STREET ADDRESS	1 HSN Drive
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: _____ Date: 4/27/99 Daytime Phone #: (212) 314-7274

CR2E034 (1/98)

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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