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FILED
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

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip Country

Zip Country

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)

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	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	Change	Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	Change	Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	Change	Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	Change	Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	Change	Addition

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

4/27/99

Date

(212) 314-7274

Daytime Phone #

CR2E034 (11/98)

P98000050943
512116-90292-3

V
Binke, Mark
605 Lincoln Road
Miami Beach, FL 33139

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Leshem, Matti
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S
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West Hollywood, CA 90069

AT
Swartz, Jeff
8800 West Sunset Blvd.
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AT
Morgan, Ken
1 HSN Drive
St. Petersburg, FL 33729