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ACCOUNT NO. : 072100000032  
REFERENCE : 088524 6774A  
AUTHORIZATION : *Patricia Pignatelli*  
COST LIMIT : \$ 70.00

ORDER DATE : January 5, 1999  
ORDER TIME : 4:13 PM  
ORDER NO. : 088524-005  
CUSTOMER NO: 6774A

600002741116--8

CUSTOMER: Deborah H. Ryan, Legal Asst  
QVC, INC.  
QVC, INC.  
1200 Wilson Drive  
West Chester, PA 19380

RECEIVED

99 JAN 13 PM 4:42

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ST. LUCIE ACQUISITION COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

*J 1/14/99*

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DIVISION OF CORPORATIONS  
99 JAN 13 AM 10:49

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ARTICLES OF INCORPORATION  
OF  
ST. LUCIE ACQUISITION COMPANY

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida..

ARTICLE I. NAME

The name of the corporation shall be:

ST. LUCIE ACQUISITION COMPANY

The address of the principal office of this corporation shall be 1200 Wilson Drive, West Chester, Pennsylvania 19380, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Neal S. Grabell	1200 Wilson Drive
Dir.	West Chester, Pennsylvania 19380

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 13, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar