

P99000004057



ACCOUNT NO. : 072100000032

REFERENCE : 117703 6774A

AUTHORIZATION : Patricia Pijets

COST LIMIT : \$ 35.00

ORDER DATE : January 29, 1999

ORDER TIME : 1:55 PM

ORDER NO. : 117703-005

CUSTOMER NO: 6774A

000002759850--8

CUSTOMER: Larry Hayes, Esq
Qvc, Inc.
1200 Wilson Drive

West Chester, PA 19380

DOMESTIC AMENDMENT FILING

NAME: ST. LUCIE ACQUISITION COMPANY
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT *n/c*
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
99 JAN 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 29 PM 3:20
DIVISION OF CORPORATION

Jee 2/2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 1999

CSC
CHRISTOPHER SMITH
TALLAHASSEE, FL

SUBJECT: ST. LUCIE ACQUISITION COMPANY
Ref. Number: P9900004057

RESUBMIT

Please give original
submission date as file date.

We have received your document for ST. LUCIE ACQUISITION COMPANY and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 199A00004208

RECEIVED
99 FEB - 1 PM 1:35
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 JAN 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST. LUCIE ACQUISITION COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The first sentence of Article I of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted in lieu thereof:

"The name of the corporation shall be: QVC ST. LUCIE, INC."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1/29/99

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

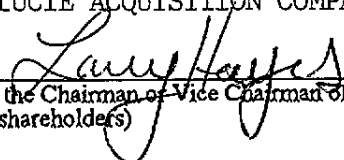
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of January, 19 99

ST. LUCIE ACQUISITION COMPANY

Signature

By:



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lawrence R. Hayes

Typed or printed name

Assistant Secretary

Title