

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Oct 07 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P11262 (3)
 1. Corporation Name

HSN, INC.
 USA Networks, Inc.



Principal Place of Business: 2501 118TH AVE N. STE 300 ST. PETERSBURG FL 33716 US
 Mailing Address: P.O. BOX 9090 STE 300 CLEARWATER FL 34618-9090 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 152 West 57th Street, 22 42nd Floor, 23 New York, NY, 24 10019, 25 USA
 2a. Mailing Address: 26 152 West 57th Street, 27 42nd Floor, 28 New York, NY, 29 10019, 30 USA

3. Date Incorporated or Qualified: 08/28/1986
 4. FEI Number: 59-2712887
 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 S. 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	DCEO	<input checked="" type="checkbox"/> DELETE
NAME	DILLER, BARRY	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	DVC	<input checked="" type="checkbox"/> DELETE
NAME	HELD, JAMES G	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KAUGMAN, VICTOR	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	VGS	<input checked="" type="checkbox"/> DELETE
NAME	GALLAGHER, JAMES G	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	VCT	<input checked="" type="checkbox"/> DELETE
NAME	TROSPER, JED B	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	POLLIN, MARY ELLEN	
STREET ADDRESS	2501 118TH AVE N.	
CITY-ST-ZIP	ST. PETERSBURG FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Diller, Barry	
1.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
1.4 CITY-ST-ZIP	New York, NY 10019	
2.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Held, James G.	
2.3 STREET ADDRESS	1 HSN Drive	
2.4 CITY-ST-ZIP	St. Petersburg FL 33729	
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Kaufman, Victor	
3.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
3.4 CITY-ST-ZIP	New York, NY 10019	
4.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Thomas J. Kuhn	
4.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
4.4 CITY-ST-ZIP	New York, NY 10019	
5.1 TITLE	V/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Michael Dunney	
5.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
5.4 CITY-ST-ZIP	New York, NY 10019	
6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Dana Khosrowshahi	
6.3 STREET ADDRESS	152 West 57th Street, 42nd Floor	
6.4 CITY-ST-ZIP	New York, NY	

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.

SIGNATURE: _____ DATE: 4/2/98 212-314-7225

CR2E034 (5/98)