

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000001973 (7)
1. Corporation Name
BLOCKBUSTER VIDEO ACQUISITION CORP.

Principal Place of Business
1201 ELM STREET
DALLAS TX 75270
US

Mailing Address
1201 ELM STREET
DALLAS TX 75270
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 c/o Philippe P. Dauman		04/26/1993	
22 City & State		27 1515 Broadway		4. FEI Number	
23 Zip		28 New York, NY		65-0304832	
24 Country		29 10036		Applied For	
		30 USA		Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

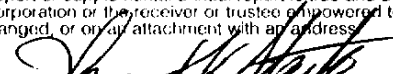
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM 1201 HAYS STREET TALLAHASSEE FL 32301		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	
		FL 85 Zip Code	

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FIELDS, BILL	1.2 NAME	SEE ATTACHED
STREET ADDRESS	1201 ELM STREET	1.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	1.4 CITY - ST - ZIP	
TITLE	EXVP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETERSON, GARY	2.2 NAME	
STREET ADDRESS	1201 ELM STREET	2.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	2.4 CITY - ST - ZIP	
TITLE	VCH	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BYRNE, THOMAS C	3.2 NAME	
STREET ADDRESS	1201 ELM STREET	3.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	3.4 CITY - ST - ZIP	
TITLE	EXVP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, ADAM W	4.2 NAME	
STREET ADDRESS	1201 ELM STREET	4.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	4.4 CITY - ST - ZIP	
TITLE	EXVP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GILMAN, MARK	5.2 NAME	
STREET ADDRESS	1201 ELM STREET	5.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	5.4 CITY - ST - ZIP	
TITLE	SVP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, JOE	6.2 NAME	
STREET ADDRESS	1201 ELM STREET	6.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75270	6.4 CITY - ST - ZIP	

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:  Ilene W. Stack
Assistant Secretary 212-258-6874 1/22/98

CR2E034 (10/97)

Blockbuster Video Acquisition Corp.

Directors:

Philippe P. Dauman	1515 Broadway, New York, NY 10036
George S. Smith, Jr.	1515 Broadway, New York, NY 10036
John F. Antioco	1201 Elm Street, Dallas, TX 75270

Officers:

President

John F. Antioco
1201 Elm Street
Dallas, TX 75270

**Executive Vice President &
Secretary**

Philippe P. Dauman
1515 Broadway
New York, NY 10036

**Executive Vice President &
Chief Financial Officer**

Lynn J. Lyall
1201 Elm Street
Dallas, TX 75270

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036