


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
DOCUMENT # F93000002517 (1) 1. Corporation Name BLOCKBUSTER AIRSHIPS, INC.		

Principal Place of Business 1201 ELM STREET DALLAS TX 75270 US	Mailing Address 1201 ELM STREET DALLAS TX 75270 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc 22 City & State 23 Zip Country 24 10036 25 USA		2a. Mailing Address 26 c/o Philippe P. Dauman 27 Suite, Apt. #, etc 27 1515 Broadway 28 City & State 28 New York, NY 29 Zip Country 29 10036 30 USA	3. Date Incorporated or Qualified 05/28/1993	4. FEI Number 65-0401434	Applied For 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			
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No					

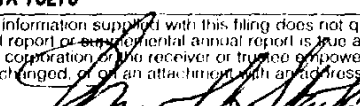
9. Name and Address of Current Registered Agent THE PRENTICE HALL CORPORATION SYSTEM 1201 HAYS STREET TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	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	VCH	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BYRNE, THOMAS C	2.2 NAME	
STREET ADDRESS	1201 ELM STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75270	2.4 CITY-ST-ZIP	
TITLE	EXUP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, ADAM S	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	PETERSON, GARY 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	SVP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHILLIPS, JOE	5.2 NAME	
STREET ADDRESS	1201 ELM STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75270	5.4 CITY-ST-ZIP	
TITLE	VP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALACY, MARK	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 H. Stack
Assistant Secretary 212-258-6847 1/27/98

CR25034 (10/97)

Blockbuster Airships, Inc.

Directors:

Philippe P. Dauman
George S. Smith, Jr.
John F. Antioco

1515 Broadway, New York, NY 10036
1515 Broadway, New York, NY 10036
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