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PROFIT CORPORATION
ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000004296

1. Corporation Name
ATLANTIC ASSOCIATES/WJB, INC.

Principal Place of Business
1201 ELM STREET
DALLAS TX 75270

Mailing Address
C/O PHILIPPE P. DAUMAN
1515 BROADWAY
NEW YORK NY 10036

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 C/O MICHAEL D. FRICKLAS
Suite, Apt. #, etc.

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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

Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when re-registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE VPSD
NAME DAUMAN, PHILIPPE P
STREET ADDRESS 1515 BROADWAY
CITY-ST-ZIP NEW YORK NY 10036

TITLE DP
NAME ANTIOCO, JOHN F
STREET ADDRESS 1201 ELM STREET
CITY-ST-ZIP DALLAS TX 75270

TITLE VPCF
NAME LYALL, LYNN J
STREET ADDRESS 1201 ELM STREET
CITY-ST-ZIP DALLAS TX 75270

TITLE D
NAME SMITH, GEORGE S JR
STREET ADDRESS 1515 BROADWAY
CITY-ST-ZIP NEW YORK NY 10036

TITLE AS
NAME STACK, ILENE W
STREET ADDRESS 1515 BROADWAY
CITY-ST-ZIP NEW YORK NY 10036

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

8000002769258
-02/08/99-01041-017
****150.00 ****150.00

AS
LIOTTA, MICHAEL A
1515 BROADWAY
NEW YORK NY 10036

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, with all other like empowered

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
MICHAEL A. LIOTTA

1/29/99

212-846-5955

Date Daytime Phone #

000327

CR2E034 (1/98)

Atlantic Associates, Inc.

10/16/1998

2

Incorporated : Delaware
Inc. Date : 07/08/1992
Shareholder : Blockbuster Inc.
Federal ID # : 65-0349457
Fiscal Year End : 12/31

Primary Address:
1201 Elm Street
Dallas, Texas 75270

Purpose of business:

Holds a nominal interest in WJB Video Limited Partnership and WJB Realty, LP. Also holds nominal amount of shares in various public companies for the purpose of receiving annual reports.

Former Name(s):	From	Through
BVAR, Inc.	07/08/1992	08/19/1992

DIRECTORS:

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

OFFICERS:

John F. Antioco	Chairman, President and Chief Executive Officer
Lynn J. Lyall	Executive Vice President and Chief Financial Officer
Nigel Travis	President, Worldwide Retail
Jim Notarnicola	Executive Vice President and Chief Marketing Officer
Edward B. Stead	Executive Vice President, General Counsel and Assistant Secretary
Mark Gilman	Executive Vice President, Real Estate and New Business Development
Joe Phillips	Executive Vice President and Chief Information Officer
Michael Roemer	Executive Vice President, Domestic Operations
Dean Wilson	Executive Vice President and General Merchandising Manager
Philippe P. Dauman	Executive Vice President and Secretary
Thomas E. Dooley	Executive Vice President
William A. Roskin	Senior Vice President, Human Resources and Administration
George S. Smith, Jr.	Senior Vice President
Michael D. Fricklas	Senior Vice President and Assistant Secretary
Joseph Jacob	Vice President and Assistant Secretary
Michelena Hallie	Vice President and Assistant Secretary
John Berna	Vice President
Richard A. Frank	Assistant Secretary
Michael A. Liotta	Assistant Secretary
Laura Franco	Assistant Secretary
Katherine B. Rosenberg	Assistant Secretary
Nancy P. Rosenfeld	Assistant Secretary
Lawrence J. Rubin	Assistant Secretary
Ilene W. Stack	Assistant Secretary
Gary Peterson	Executive Vice President and Chief