

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

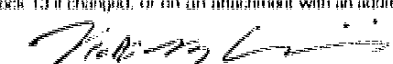
APPROVED  
AND  
FILED

55 MAY -1 PM 5:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3000001484449  
-05/11/95--01085--011  
\*\*\*\*200.00 \*\*\*\*200.00

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                             |                                                                                                                                                                                                  |                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>CORPORATION<br/>ANNUAL REPORT<br/>1995</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                             |  <b>FLORIDA DEPARTMENT OF STATE<br/>Sandra B. Mortham<br/>Secretary of State<br/>DIVISION OF CORPORATIONS</b>   |                                                                              |
| <b>DOCUMENT # F93000004768 (8)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                             |                                                                                                                                                                                                  |                                                                              |
| 1. Corporation Name<br><b>-BLOCKBUSTER CHILDREN'S AMUSEMENT CORPORATION-</b><br><b>DISCOVERY ZONE CHILDREN'S AMUSEMENT CORPORATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                             |                                                                                                                                                                                                  |                                                                              |
| Principal Place of Business<br><b>200 SOUTH ANDREWS AVENUE<br/>FORT LAUDERDALE FL 33301</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                             | Mailing Address<br><b>200 SOUTH ANDREWS AVENUE<br/>FORT LAUDERDALE FL 33301</b>                                                                                                                  |                                                                              |
| 2. Principal Place of Business<br><b>21 205 North Michigan Avenue</b><br>Suite, Apt. #, etc.<br><b>22 Suite 3400</b><br>City & State<br><b>23 Chicago, Illinois</b><br>Zip<br><b>24 60601</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                             | 2a. Mailing Address<br><b>26 205 North Michigan Avenue</b><br>Suite, Apt. #, etc.<br><b>27 Suite 3400</b><br>City & State<br><b>28 Chicago, Illinois</b><br>Zip<br><b>29 60601</b>               |                                                                              |
| Country<br><b>25 U.S.A.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                             | Country<br><b>30 U.S.A.</b>                                                                                                                                                                      |                                                                              |
| 9. Name and Address of Current Registered Agent<br><b>C T CORPORATION SYSTEM<br/>1200 SOUTH PINE ISLAND ROAD<br/>PLANTATION FL 33324</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 10. Name and Address of New Registered Agent<br><b>81 Name</b><br><b>82 Street Address (P.O. Box Number is Not Acceptable)</b><br><b>83</b><br><b>84 City</b><br><b>FL</b><br><b>85 Zip Code</b> |                                                                              |
| 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<br><small>(Signature typed or printed name of registered agent and then a declaration)</small> <small>(NOTE: Registered Agent signature required when registering)</small> <small>(Date)</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                             |                                                                                                                                                                                                  |                                                                              |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                             | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                            |                                                                              |
| TITLE<br><b>D</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>HUIZENGA, H W</b>        | 11 TITLE<br><b>D,P</b>                                                                                                                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 12 NAME<br><b>Donald F. Flynn</b>                                                                                                                                                                |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 13 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 14 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| TITLE<br><b>D</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>BERRARD, STEVEN R</b>    | 21 TITLE<br><b>V,S</b>                                                                                                                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 22 NAME<br><b>Victor M. Casini</b>                                                                                                                                                               |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 23 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 24 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| TITLE<br><b>V</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>FAIRBANKS, GREGORY K</b> | 31 TITLE<br><b>V,D</b>                                                                                                                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 32 NAME<br><b>Kevin F. Flynn</b>                                                                                                                                                                 |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 33 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 34 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| TITLE<br><b>P</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>JOHNSON, GEORGE D. J</b> | 41 TITLE<br><b>V,D</b>                                                                                                                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 42 NAME<br><b>Robert D. Mitchum</b>                                                                                                                                                              |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 43 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 44 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| TITLE<br><b>VS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>HAWKINS, THOMAS W.</b>   | 51 TITLE<br><b>V</b>                                                                                                                                                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 52 NAME<br><b>Brian J. Flynn</b>                                                                                                                                                                 |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 53 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 54 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| TITLE<br><b>V</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>SILLS, HOWARD P.</b>     | 61 TITLE<br><b>T</b>                                                                                                                                                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                             | 62 NAME<br><b>Frank P. Erlain</b>                                                                                                                                                                |                                                                              |
| STREET ADDRESS<br><b>200 S. ANDREWS AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                             | 63 STREET ADDRESS<br><b>205 North Michigan Avenue</b>                                                                                                                                            |                                                                              |
| CITY, ST, ZIP<br><b>FT LAUDERDALE FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                             | 64 CITY, ST, ZIP<br><b>Chicago, IL 60601</b>                                                                                                                                                     |                                                                              |
| 14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(a), 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:<br><br>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR<br><b>Victor M. Casini</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                             | 4/28/95<br>Date<br>312-616-3800<br>Toll-free Phone #                                                                                                                                             |                                                                              |