

2-17-98 B 2147 C
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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 # F94000001237 (6)
 1. Corporation Name
 BLOCKBUSTER SC VIDEO OPERATING CORPORATION



Principal Place of Business: 1201 ELM STREET DALLAS TX 75270
 Mailing Address: 1201 ELM STREET DALLAS TX 75270

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	1201 Elm Street, Dallas, TX 75270	26	c/o Philippe P. Dauman, 1515 Broadway, New York, NY 10036	03/11/1994	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Zip	75-2318688	
24	Country	29	Country	Applied For	
	USA	30	USA	Not Applicable	
9. Name and Address of Current Registered Agent				5. Certificate of Status Desired	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				8.75 Additional Fee Required	
11. Pursuant to the provisions of Sections 607.0602 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.				6. Election Campaign Financing Trust Fund Contribution	
SIGNATURE				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
Ilene W. Stack				Yes No	

9. Name and Address of Current Registered Agent		10. Name and Address of New 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
		85	Zip Code

11. Pursuant to the provisions of Sections 607.0602 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.

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	
NAME	PETERSON, GARY	2.2 NAME	SEE ATTACHED
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	
NAME	BYRNE, THOMAS C	3.2 NAME	SEE ATTACHED
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	
NAME	PHILLIPS, ADAM S	4.2 NAME	SEE ATTACHED
STREET ADDRESS	1201 ELM STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75270	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	
NAME	GILMAN, MARK	5.2 NAME	SEE ATTACHED
STREET ADDRESS	1201 ELM STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75270	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	SEE ATTACHED
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, with an attachment with an address.

SIGNATURE: Ilene W. Stack
 Assistant Secretary 212-258-6874 1/27/98

CR2E034 (10/97)

Blockbuster SC Video Operating Corporation

Directors:

Phillippe 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**

Phillippe 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