

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-9171

800-342-8086



F96 0000002250

ACCOUNT NO. : 072100000032

REFERENCE : 941969 5020532

AUTHORIZATION :

COST LIMIT :

70.00

Patricia Pignato

ORDER DATE : May 3, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 941969

300001809148

CUSTOMER NO: 5020532

CUSTOMER: Ms. Marci Shaffer
Blockbuster Entertainment
200 S. Andrews Ave

Ft. Lauderdale, FL 33301

FOREIGN FILINGS

NAME: BLOCKBUSTER ON-LINE SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

FILED
96 MAY -6 PM 12:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
OFFICE OF COMPTROLLER

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Blockbuster On-Line Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 65-0642777
(FBI number, if applicable)

4. 1/19/96
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 200 S. Andrews Ave.
Ft. Lauderdale, FL 33301
(Current mailing address)

8. to engage in any lawful act or activity for which corporations are organized under the General Corporation Law of the State of Delaware and permitted under the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above styled corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Marcia A. Harner, Asst. Secy.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
36 MAY - 6 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____
Address: _____
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____
Address: _____
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Marci Shaffer, Asst. Sec.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marci Shaffer, Asst. Sec.
(Typed or printed name and capacity of person signing application)

FILED
96 JAN -6 PM 12:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS AND DIRECTORS
OF
BLOCKBUSTER ON-LINE SERVICES, INC.

<u>Name</u>	<u>Office</u>	<u>Address</u>
Bill Fields	Director, President and Chief Executive Officer	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Gerald R. Geddis	Chief Operating Officer	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Thomas C. Byrne	Executive Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Philippe Dauman	Director, Executive Vice President and Secretary	1515 Broadway New York, NY 10036
Robert S. Fleetwood	Executive Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Thomas W. Hawkins	Executive Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Albert Detz	Senior Vice President and Chief Financial Officer	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Adam D. Phillips	Senior Vice President, General Counsel and Assistant Secretary	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Joe Phillips	Senior Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
George S. Smith, Jr.	Director, Senior Vice President and Treasurer	1515 Broadway New York, NY 10036
Thomas D'Ambrosio	Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Mark Halacy	Vice President	200 S. Andrews Ave. Ft. Lauderdale, FL 33301
Marci Shaffer	Assistant Secretary	200 S. Andrews Ave. Ft. Lauderdale, FL 33301

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "BLOCKBUSTER ON-LINE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
96 MAY -6 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2583908 8300
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AUTHENTICATION: 7933134
DATE: 05-03-96