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PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



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

DOCUMENT # F96000002250

1. Corporation Name  
BLOCKBUSTER ON-LINE SERVICES, 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

24 25

2a. Mailing Address

26 c/o MICHAEL D. FRICKLAS

27 Suite, Apt. #, etc.

28 City & State

29 Zip Country

30

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

TITLE VCFO  
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 EVSD  
NAME DAUMAN, PHILIPPE P  
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. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[ ] Change [ ] Addition

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

AS  
LIOTTA, MICHAEL A  
1515 BROADWAY  
NEW YORK NY 10036

*[Signature]*

[ ] Change [X] Addition

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 as an attachment with an address, with all other like empowered

SIGNATURE:

*[Signature]*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/29/99

212-846-5955

Date Corporation Phone #

0005259

CR2E034 (11/98)

FILED  
99 FEB -5 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

05/06/1996

4. FEI Number

65-0642777

Applied For

Not Applicable

5. Certificate of Status Desired

[ ]

\$8.75 Additional  
Fee Required

6. Election Campaign Financing

[ ]

\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible

Personal Property Tax

[ ] Yes [ ] No

10. Name and Address of New Registered Agent