

F98000005573



ACCOUNT NO. : 072100000032

REFERENCE : 976597 4319220

AUTHORIZATION :

*Patricia Kizub*

COST LIMIT : \$ 70.00

ORDER DATE : September 28, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 976597-045

CUSTOMER NO: 4319220

CUSTOMER: Michael Liotta, Esq  
Viacom Inc.  
1515 Broadway  
51-35  
New York, NY 10036

100002656671--0

FOREIGN FILINGS

NAME: BLOCKBUSTER INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 11:55

*ms*  
*10/6*

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DIVISION OF CORPORATION

# 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 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. 52-1655102  
(FEI number, if applicable)
4. October 16, 1989  
(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. 1201 Elm Street  
Dallas, TX 75270  
(Current mailing address)  
Operation of retail video stores. To engage in any act or activity for which corporations may be organized.
8. \_\_\_\_\_  
(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: Corporation Service Company

Office Address: 1201 Hays Street

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 stated 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.*

Corporation Service Company  
By: Cassandra Auten  
(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.

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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: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

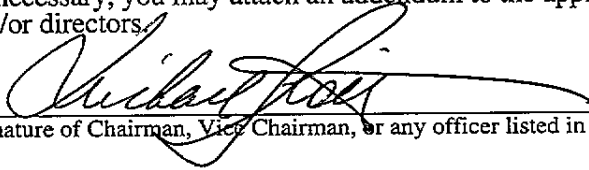
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

14. Michael A. Liotta, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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**Blockbuster Inc.**  
**FEIN: 52-1655102**

***Directors of the Company:***

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

1201 Elm Street, Dallas, Texas 75270  
1515 Broadway, New York, New York 10036  
1515 Broadway, New York, New York 10036

***Officers of the Company:***

John F. Antioco  
1201 Elm Street  
Dallas, Texas 75270

**Chairman, Chief Executive Officer and President**

Lynn J. Lyall  
1201 Elm Street  
Dallas, Texas 75270

**Executive Vice President and Chief Financial Officer**

Edward B. Stead  
1201 Elm Street  
Dallas, Texas 75270

**Executive Vice President, General Counsel and Assistant Secretary**

Philippe P. Dauman  
1515 Broadway  
New York, New York 10036

**Executive Vice President and Secretary**

George S. Smith, Jr.  
1515 Broadway  
New York, New York 10036

**Senior Vice President**

John Berna  
1515 Broadway  
New York, New York 10036

**Vice President**

Ilene W. Stack  
1515 Broadway  
New York, New York 10036

**Assistant Secretary**

Michael A. Liotta  
1515 Broadway  
New York, New York 10036

**Assistant Secretary**

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State of Delaware  
Office of the Secretary of State

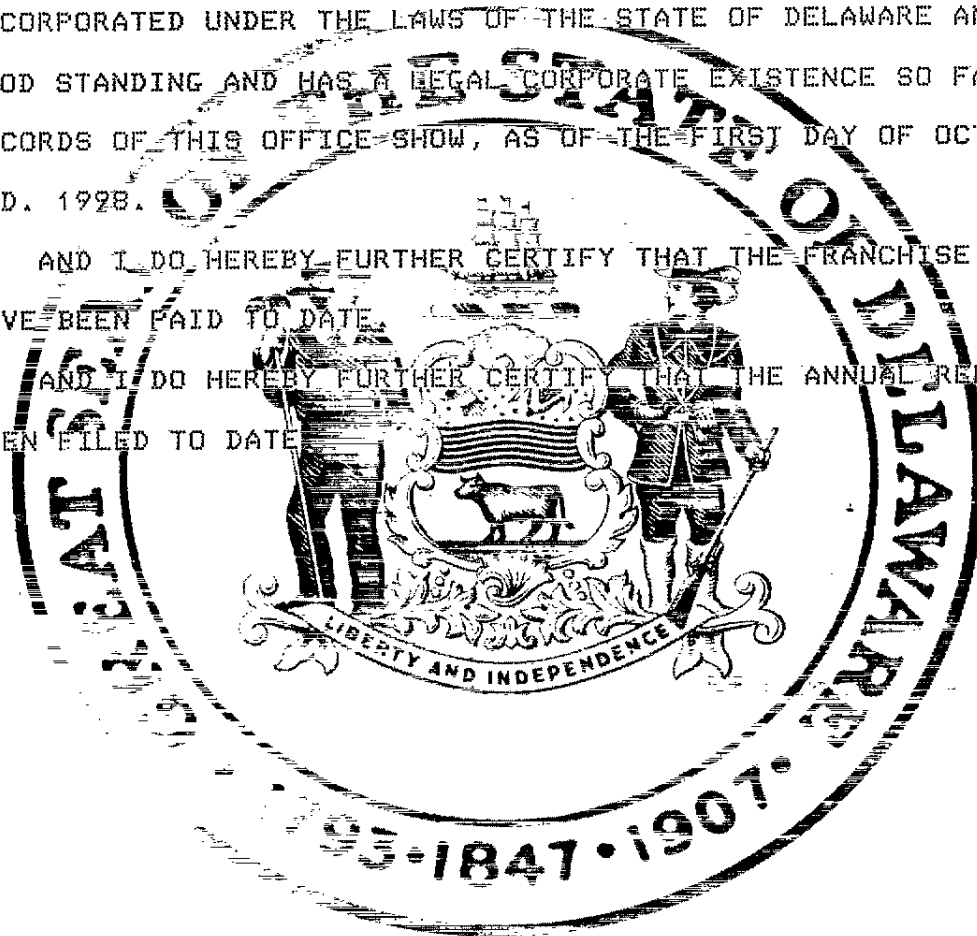
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLOCKBUSTER INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1928.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2210588 8300

DATE:

9332190

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10-01-98