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Mar 10 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M51829 (3)
1. Corporation Name
BLOCKBUSTER COMPUTER SYSTEMS CORPORATION



Principal Place of Business
200 S. ANDREWS AVE.
FT. LAUDERDALE FL 33301
US

Mailing Address
P.O. BOX 407060
FT. LAUDERDALE FL 33340-7060

3. Date Incorporated or Qualified 05/08/1987	3a. Date of Last Report 04/30/1996
4. FEI Number 65-0234777	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 1201 Elm Street Suite, Apt #, etc.	2a. Mailing Address 26 SAME Suite, Apt #, etc.
22 City & State 23 Dallas, TX	27 City & State 28
24 Zip 75270	25 Country USA
29	30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP FIELDS, BILL 200 S. ANDREWS AVE. FT. LAUDERDALE FL 33301	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1201 Elm St. Dallas, TX 75270
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EVP BYRNE, THOMAS C 200 S. ANDREWS AVE. FT. LAUDERDALE FL 33301	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Vice Chairman 1201 Elm St. Dallas, TX 75270
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EVP HAWKINS, THOMAS W 200 S. ANDREWS AVE. FT. LAUDERDALE FL 33301	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Ex. V.P. Adam Phillips 1201 Elm St. Dallas, TX 75270
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP CARBERRY, ROBERT L 200 S. ANDREWS AVENUE FT. LAUDERDALE FL 33301	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Ex. V.P. Gary Peterson 1201 Elm St. Dallas, TX 75270
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP HALACY, MARK 200 S. ANDREWS AVENUE FT. LAUDERDALE FL 33301	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> DELETE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Ex. V.P. Mark Gilman 1201 Elm St. Dallas, TX 75270
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS SHAFFER, MARCI 200 S. ANDREWS AVENUE FT. LAUDERDALE FL 33301	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition 400002108694 -03/10/97--01051--003 ***1815.00

14. I do 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 on an attachment with an address.

SIGNATURE: *Marci Shaffer* Asst. Sec. 3/4/97 954-832-3000

CR2E034 (9/96)