

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004892

1. Corporation Name

Blockbuster Music Retail, Inc.

Principal Place of Business

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/18/97

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 1201 Elm Street		26 c/o Philippe P. Dauman		75-1438662		Not Applicable	
Suite, Apt. #, etc		Suite, Apt. #, etc.		5. Certificate of Status Desired		\$8.75 Additional Fee Required	
22		27 1515 Broadway		<input type="checkbox"/>			
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution		\$5.00 May Be Added to Fees	
23 Dallas, TX		28 New York, NY		<input type="checkbox"/>			
4 Zip		Zip		Country		Country	
24 75270		25 USA		29 10036		30 USA	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

Corporation Service Company
~~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 _____ (NOTE: Registered Agent's signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEE ATTACHED	1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
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, or in an attachment with an address.

SIGNATURE: *Hlene W. Stack* **Hlene W. Stack** Assistant Secretary 212-258-6874

CR2E034 (10/97)

Blockbuster Music Retail, Inc.

Directors:

Philippe 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**

Philippe 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