

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BLOCKBUSTER VIDEOS, INC. 98 SEP 12 9 59

2. The name which it shall use in Idaho is same as above

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Texas

4. The date of its incorporation is May 31, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 10460 Miller Road, Dallas, Texas 75238

6. The address to which correspondence should be addressed, if different from that in item 5. same as item 5

7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: any and all lawful purposes

9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|-------------------------------|--------|---------|
| see Exhibit A attached hereto | | |
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| | | |
| | | |

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 7, 1988

BLOCKBUSTER VIDEOS, INC.

(Corporation Name)

By

Robert Castleberry

Its President/Vice President (please specify)

and

Phillip A. Wylie

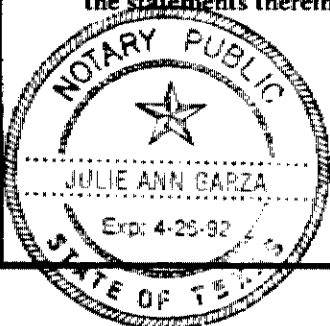
Its Secretary/Assistant Secretary (please specify)

STATE OF TEXAS)

COUNTY OF DALLAS) ss:

I, Julie Ann Garza, a notary public, do hereby certify that on this 7th day of September, 19 88, personally appeared before me Phillip A. Wylie, who being by me first duly sworn, declared that (s)he is the Secretary of Blockbuster Videos, Inc.

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Julie Ann Garza
Notary Public

EXHIBIT "A"

Officers of Blockbuster Videos, Inc.

Name and Address

Office

**H. Wayne Huizenga
516 Mola Avenue
Ft. Lauderdale, Florida 33301**

**Chairman of the Board
and Chief Executive Officer**

**John J. Melk
980 N. Michigan Avenue, 14th Floor
Chicago, Illinois 60631**

Vice Chairman

**Luigi Salvaneschi
6803 Shadwell Place
Prospect, Ky. 40059**

**President and
Chief Operating Officer**

**Steven R. Berrard
1520 N.W. 100th Way
Plantation, Fla. 33324**

**Senior Vice President, Treasurer,
and Chief Financial Officer**

**Robert E. Castleberry
1204 Blythe
South Lake, Texas 76092**

Senior Vice President

**James F. Ellis
30 Black Oak Drive
Sunset Hills, Mo. 63127**

Senior Vice President

**Thomas A. Gruber
103 Midwest Club
Oakbrook, Ill. 60521**

**Senior Vice President and
Chief Marketing Officer**

**Barry Rosenblatt
5023 Alto Court
LaMesa, Calif. 92041**

Senior Vice President

**Robert A. Guerin
901 E. Las Olas Blvd.
Ft. Lauderdale, Fla. 33301**

**Vice President,
National Development**

**Douglas M. Kinney
8064 N.W. 15th Manor
Plantation, Fla. 33222**

**Vice President,
Franchise Development**

**Charles H. Martin
4518 Allencrest Lane
Dallas, Texas 75224**

Vice President

**Joseph Burke
1158 S.W. 13th Place
Boca Raton, Fla. 33432**

Controller

**Phillip A. Wylie, Esq.
10217 Woodfort
Dallas, Texas 75229**

Secretary

Directors of Blockbuster Videos, Inc.

**H. Wayne Huizenga
516 Mola Avenue
Ft. Lauderdale, Florida 33301**

**A. Clinton Allen, III
60 State Street
Boston, Massachusetts 02110**

**John J. Melk
980 N. Michigan Avenue, 14th Floor
Chicago, Illinois 60631**

**John W. Croghan
200 S. Wacker Drive
Chicago, Illinois 60606**

**Donald F. Flynn
3003 Butterfield Road
Oakbrook, Illinois 60521**



The State of Texas
Secretary of State

REC-111
SEC-111

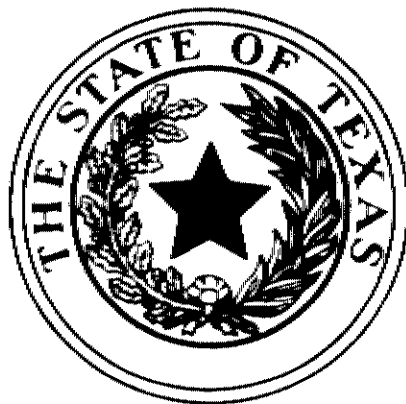
38 SEP 12 09 9 59

IT IS HEREBY CERTIFIED, THAT
BLOCKBUSTER VIDEOS, INC.
FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

MAY 31, 1983;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
JULY 28, 1988




Secretary of State