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**May 12 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 # F95000002086 (5)

1. Corporation Name

DISCOVER FINANCIAL SERVICES, INC.



Principal Place of Business
**130 A FAIRWAY LAKES DR.
FRANKLIN IN 46131**

Mailing Address
**130 A FAIRWAY LAKES DR.
FRANKLIN IN 46131-8300**

3. Date Incorporated or Qualified **04/28/1995** 3a. Date of Last Report **04/22/1996**

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21 Sute, Apt. #, etc.

26 Suite, Apt. #, etc.

35-1940906

Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional Fee Required

24 Zip

Country

29 Zip

30 Country

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
NAME **PD ROGERS, JON R**
STREET ADDRESS **1845 GOLFVIEW FRANKLIN IN**
CITY - ST - ZIP

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

TITLE DELETE
NAME **STD WEIS, GREG L**
STREET ADDRESS **9784 SPRINGSTONE ROAD MCCORDSVILLE IN**
CITY - ST - ZIP

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY - ST - ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

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 in an attachment with an address.

SIGNATURE:

Sandra B. Mortham SECRETARY

317-734-9800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)