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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P38274

1. Corporation Name
CATALINA MARKETING CORPORATION

Principal Place of Business
% ACCTS. PAYABLE
11300 9TH STREET NORTH
ST. PETERSBURG FL 33716-2329

Mailing Address
C/O TAX DEPT.
11300 9TH STREET NORTH
ST. PETERSBURG FL 33716-2329
US

2. Principal Place of Business

21 Suite, Apt #, etc.

22 City & State

23 Zip Country

24 [25]

2a. Mailing Address

26 Suite, Apt #, etc.

27 City & State

28 Zip Country

29 [30]

9. Name and Address of Current 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
NRAI Services, Inc.
326 E Park Ave.
Tallahassee FL 32301

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

W. Edward Harris

Ant. Sec.

4/27/99

12. OFFICERS AND DIRECTORS

TITLE	CD	[X] DELETE
NAME	GREER, TOMMY D	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	PD	[] DELETE
NAME	OFF, GEORGE W	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	VT	[X] DELETE
NAME	LIVINGSTON, PHILIP	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	D	[] DELETE
NAME	COLLINS, PATRICK	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	D	[] DELETE
NAME	D'AGOSTINO, STEPHEN I	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	
TITLE	D	[] DELETE
NAME	MENDELL, THOMAS G	
STREET ADDRESS	11300 9TH ST NORTH	
CITY-ST-ZIP	ST. PETERSBURG FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[] Change [] Addition
12 NAME	
13 STREET ADDRESS	Granger, Don
14 CITY-ST-ZIP	11300 9TH ST NORTH
21 TITLE	ST. PETERSBURG FL
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

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****150.00 ****150.00

AS
Breeze, W. Jeffrey
11300 9TH ST N
St. Petersburg, FL 33716

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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 on Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered

SIGNATURE:

W. Edward Harris

W. Jeffrey Breeze

4/26/99

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