

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

FILED
Apr 22 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 # 821764 (8)
1. Corporation Name
CERIDIAN CORPORATION

Principal Place of Business 8100 34TH AVE SOUTH TAX DEPARTMENT H0N12A MINNEAPOLIS MN 55425-1640	Mailing Address 8100 34TH AVE SOUTH TAX DEPARTMENT H0N12A MINNEAPOLIS MN 55425-1640
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/21/1968	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 52-0278528		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

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	T	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRIERSON, J.H.	1.2 NAME	
STREET ADDRESS	8100 34TH AVE. SOUTH	1.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	1.4 CITY - ST - ZIP	
TITLE	CEO	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERLMAN, L.	2.2 NAME	
STREET ADDRESS	8100 34TH AVE. SOUTH	2.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	2.4 CITY - ST - ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOEN, D.T.	3.2 NAME	
STREET ADDRESS	8100 34TH AVE. SOUTH	3.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	3.4 CITY - ST - ZIP	
TITLE	VS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAVENMAN, J.A.	4.2 NAME	
STREET ADDRESS	8100 34TH AVENUE SOUTH	4.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	4.4 CITY - ST - ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURKLE, J.R.	5.2 NAME	
STREET ADDRESS	8100 34TH AVENUE SOUTH	5.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	5.4 CITY - ST - ZIP	
TITLE	VC	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EICKHOFF, J.R.	6.2 NAME	
STREET ADDRESS	8100 34TH AVE. SOUTH	6.3 STREET ADDRESS	
CITY - ST - ZIP	MINNEAPOLIS MN	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 on an attachment with an address.

SIGNATURE:

[Signature] D T MOEN

ASSIST SEC

4-14-98 (612)853-3488

CR2E034 (10/97)

01/29/1998

**Directors and Officers
Ceridian Corporation**

DIRECTORS:

Ruth M. Davis	Director
Richard G. Lareau	Director
Ronald T. LeMay	Director
George R. Lewis	Director
Charles Marshall	Director
Lawrence Perlman	Director
Carole J. Uhrich	Director
Richard W. Vieser	Director
Paul S. Walsh	Director

OFFICERS:

Lawrence Perlman	President and Chief Executive Officer
John R. Eickhoff	Executive Vice President & Chief Financial Officer
Loren D. Gross	Vice President and Corporate Controller
Stephen B. Morris	Executive Vice President & President & CEO, Arbitron Company
James R. Burkle	Vice President, Corporate Tax
John H. Grierson	Vice President & Treasurer
John A. Haveman	Vice President and Secretary
Linda J. Jadwin	Vice President, Corporate Relations & Communications
Ann M. Curme	Vice President
Tony G. Holcombe	Assistant Secretary
	Vice President
	President & CEO, Comdata Holdings Corp.
Carl O. Keil	President, Ceridian Employer Services
	Vice President
George L. McTavish	Executive Vice President
David T. Moen	Assistant Secretary
Gary M. Nelson	General Counsel
	Vice President
David E. Scott	Vice President
	President & CEO, Computing Devices Intl.
A. Reid Shaw	Assistant Secretary
	Vice President
Ronald L. Turner	Executive Vice President, Operations

The address of the above Directors and Corporation Officers is:

8100 34th Avenue South
Minneapolis, MN 55425