

**FOR PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

FILED
Apr 29, 2002 8:00 am
Secretary of State

04-29-2002 90125 047 ***150.00

DOCUMENT # F95000003106

1. Entity Name
Discover Financial Services, Inc.

DO NOT WRITE IN THIS SPACE

500315247755

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2500 Lake Cook Road Suite, Apt. #, etc. Tax Dept. BB-3S		3. Mailing Address SAME Suite, Apt. #, etc.	
City & State Riverwoods, IL		City & State	
Zip 60015	Country	Zip	Country

4. FEI Number 36=4020792	Applied For Not Applicable
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5. Certificate of Status Desired \$8.75 Additional Fee Required

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IN THIS SPACE**

7. Name and Address of Current Registered Agent

Name CT Corporation System
Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road
City Plantation FL 33324

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE _____ (NOTE: Registered Agent signature required when re-registering) DATE _____

9. This corporation is eligible to satisfy its intangible tax filing requirement and elects to do so. (See criteria on back)

January 1 - May 1 Fee is \$150.00
After May 1, Fee is \$550.00
Amended UBR is \$61.25
Make Check Payable to Department of State

10. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

11. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-STATE-ZIP	TITLE NAME STREET ADDRESS CITY-STATE-ZIP
SEE ATTACHED LIST	

**DO NOT WRITE
IN THIS SPACE**

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 11 or on an attachment with an address, with all other like empowers.

SIGNATURE: Robert M. Murphy Robert M. Murphy 4/10/02 847-405-1179
Asst. Secretary D.S. (Daytime Phone #)

CR2E034B (12/01)

ATTACH # F95000003106/640004

DISCOVER FINANCIAL SERVICES, INC.

LIST OF OFFICERS AND DIRECTORS

<u>NAME, TITLE AND SOCIAL SECURITY NUMBER</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
DAVID W. NELMS PRESIDENT & CHIEF OPERATING OFFICER	620 S BROADSMOORE DRIVE LAKE FOREST, IL 60045	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
ASHOKE DUTT EXECUTIVE VICE PRESIDENT		2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
DIANE E. OFFEREINS EXECUTIVE VICE PRESIDENT	270 ROGER WILLIAMS HIGHLAND PARK, IL 60035	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
CARLOS M. MINETTI EXECUTIVE VICE PRESIDENT	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
KATHRYN MCNAMARA CORLEY SENIOR VICE PRESIDENT AND GENERAL COUNSEL	315 WOODLAND WINNETKA, IL 60093	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
MARGARET J. BELLOCK DIRECTOR AND SENIOR VICE PRESIDENT	1230 N. STATE PARKWAY #21A CHICAGO, ILLINOIS 60610	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
HUGH M. HAYDEN DIRECTOR, VICE PRESIDENT, ASSOCIATE GENERAL COUNSEL AND SECRETARY	34 BERKSHIRE LANE LINCOLNSHIRE, ILLINOIS 60069	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
LAWRENCE J. BURKE SENIOR VICE PRESIDENT	410 CEDAR RIDGE BARRINGTON, ILLINOIS 60010	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
JAMES DOUGLAS CLEVELAND VICE PRESIDENT	725 S GARFIELD HINSDALE, IL 60521	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
TOM E. DAILEY, JR. SENIOR VICE PRESIDENT	936 HINMAN AVE APT 2S EVANSTON, IL 60202	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
EDWARD STOLBOF SENIOR VICE PRESIDENT	2500 LAKE COOK ROAD RIVERWOODS, IL 60015	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
CYNTHIA J. GRUNZE SENIOR VICE PRESIDENT	8 S 771 WAYEWOOD NAPERVILLE, IL 60565	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
MARTIN W. SLUSARZ SENIOR VICE PRESIDENT	35 WANDERWOOD WAY SANDY, UTAH 84092	820 WEST 10200 SOUTH WEST VALLEY CITY, UT 84120
DARCY L. WALKER SENIOR VICE PRESIDENT	910 N LAKE SHORE DRIVE CHICAGO, IL 60611	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015
PAUL H. BRIGGS SENIOR VICE PRESIDENT	2333 AUBURN LANE NORTHBROOK, IL 60062	2500 LAKE COOK ROAD RIVERWOODS, ILLINOIS 60015