

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

FILED

May 05 1997 8:00am  
Secretary of State

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| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
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DOCUMENT # F95000003882 (6)

1. Corporation Name

ADS ALLIANCE DATA SYSTEMS, INC.



|   |   |
|---|---|
| Principal Place of Business<br>5001 SPRING VALLEY RD.<br>STE 650 WEST TOWER<br>DALLAS TX 75244-3910 | Mailing Address<br>5001 SPRING VALLEY RD.<br>STE 650 WEST TOWER<br>DALLAS TX 75244-3946 |
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|---|--|--|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country | 3. Date Incorporated or Qualified<br>08/11/1995<br>3a. Date of Last Report<br>07/16/1996<br>4. FEI Number<br>13-3163498<br>5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required<br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees<br>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
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|   |  |
|---|--|
| 9. Name and Address of Current Registered Agent<br>C T CORPORATION SYSTEM<br>1200 SOUTH PINE ISLAND ROAD<br>PLANTATION FL 33324 | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br>FL |
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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, type or printed name of registered agent and file if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                      |
|----------------------------|--|---|--------------------------------------|
| TITLE                      | SVP  | 1.1 TITLE   | P                                    |
| NAME                       | STEINSEIFZER, L.A.                         | 1.2 NAME  | RALPH SPURGIN                        |
| STREET ADDRESS             | 5001 SPRING VALLEY RD.                     | 1.3 STREET ADDRESS                                    | 5001 SPRING VALLEY RD. STE 650W      |
| CITY-ST-ZIP                | DALLAS TX 75244-3910                       | 1.4 CITY-ST-ZIP                                       | DALLAS, TX 75244                     |
| TITLE                      | VPC  | 2.1 TITLE   |                                      |
| NAME                       | TRAMMELL, ROBERT W                         | 2.2 NAME  |                                      |
| STREET ADDRESS             | 5001 SPRING VALLEY RD.                     | 2.3 STREET ADDRESS                                    |                                      |
| CITY-ST-ZIP                | DALLAS TX 75244-3910                       | 2.4 CITY-ST-ZIP                                       |                                      |
| TITLE                      | SVP  | 3.1 TITLE   |                                      |
| NAME                       | JONES, B J                                 | 3.2 NAME  |                                      |
| STREET ADDRESS             | 5001 SPRING VALLEY RD., STE 650, WEST TOWE | 3.3 STREET ADDRESS                                    |                                      |
| CITY-ST-ZIP                | DALLAS TX                                  | 3.4 CITY-ST-ZIP                                       |                                      |
| TITLE                      | VP   | 4.1 TITLE   |                                      |
| NAME                       | SMITH, CAROL                               | 4.2 NAME  |                                      |
| STREET ADDRESS             | 5001 SPRING VALLEY RD.                     | 4.3 STREET ADDRESS                                    |                                      |
| CITY-ST-ZIP                | DALLAS TX 75244-3910                       | 4.4 CITY-ST-ZIP                                       |                                      |
| TITLE                      |  | 5.1 TITLE   | D                                    |
| NAME                       |  | 5.2 NAME  | ROBERT MINICUCCI                     |
| STREET ADDRESS             |  | 5.3 STREET ADDRESS                                    | ONE WORLD FINANCIAL CENTER, STE 3601 |
| CITY-ST-ZIP                |  | 5.4 CITY-ST-ZIP                                       | NEW YORK, NY 10281                   |
| TITLE                      |  | 6.1 TITLE   | D                                    |
| NAME                       |  | 6.2 NAME  | BRUCE ANDERSON                       |
| STREET ADDRESS             |  | 6.3 STREET ADDRESS                                    | ONE WORLD FINANCIAL CENTER, STE 3601 |
| CITY-ST-ZIP                |  | 6.4 CITY-ST-ZIP                                       | NEW YORK, NY 10281                   |

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 on an attachment with an address.

SIGNATURE:  (ROBERT W. TRAMMELL) 04/25/97 (972) 960-5412

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0484968

CR2E034 (9/96)