2000 UNIFORM BUSINESS REPORT (UBR)

May 15, 2000 8:00 am Secretary of State DOCUMENT # £95000003882 05-15-2000 90310 036 ***150.00 1. Entity Name ADS ALLIANCE DATA SYSTEMS, INC. Principal Place of Business Mailing Address 17655 WATERVIEW PKWY 800 TECHCENTER DRIVE 733553 DALLAS, TX 75252 GAHANNA, OH 43230 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. DO NOT WRITE IN THIS SPACE City & State City & State 4. FEI Number Applied For 13-3163498 Not Applicable Zip Country Zip Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 7. Name and Address of New Registered Agent 6. Name and Address of Current Registered Agent Street Address (P.O. Box Number is Not Acceptable) CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 City Zip Code FL 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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE FILE NOW!!! FEE IS \$150.00 9. This corporation is eligible to satisfy its Intangible 10. Election Campaign Financing \$5.00 May Be Tax filing requirement and elects to do so. After MAY 1, 2000 Fee will be \$550.00 Trust Fund Contribution: Added to Fees (See criteria on back) Make Check Payable to Department of State OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 11. 12. (66/6)PRESIDENT/CEO TITLE TITLE Addition Delete Change NAME NAME J. MICHAEL PARKS STREET ADDRESS STREET ADDRESS 17655 WATERVIEW PARKWAY CITY - ST - ZIP CITY - ST - ZIP DALLAS, TX 75252 TITLE Delete TITLE VICE PRESIDENT RICHARD E. SCHUMACHER, JR. STREET ADDRESS STREET ADDRESS 800 TECHCENTER DRIVE CITY - ST - ZIP CITY - ST - ZIP GAHANNA, OH 43230 SECRETARY TITLE Delete TITLE Change CAROLYN S. MELVIN NAME NAME STREET ADDRESS STREET ADDRESS 800 TECHCENTER DRIVE CITY - ST - ZIP CITY - ST - ZIP GAHANNA, OH 43230 TITLE Delete TITLE TREASURER Change Addition NAME ROBERT P. ARKMIAK NAME STREET ADDRESS STREET ADDRESS 800 TECHCENTER DRIVE CITY - ST - ZIP CITY - ST - ZIP <u>GAHANNA, OH</u> 4<u>32</u>3<u>0</u> TITLE TITLE Delete DIRECTOR Change ROVERT A. MINICUCCI NAME NAME STREET ADDRESS 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022-6815 STREET ADDRESS CITY - ST - ZIP CITY - ST - ZIP TITLE DIRECTOR TITLE Change Delete NAME NAME BRUCE K. ANDERSON 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022-6815 STREET ADDRESS STREET ADDRESS CITY - ST - ZIP CITY - ST - ZIP 13. 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 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 Block 12 if changed, or on an attachment with an address, with all other like empowered.

VP-Mx

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-20-00

Date

614-729-4000

Daytime Phone #

FILED

STE FL32381E 1

SIGNATURE:

p9500003583

Afficehnest 733553

ADS ALLIANCE DATA SYSTEMS, INC.

OFFICE	NAME	BUSINESS ADDRESS
Chief Executive Officer & Chairman of the Board	J. Michael Parks	17655 Waterview Parkway Dallas, TX 75252
Executive Vice President Chief Financial Officer	Edward K. Mims	17655 Waterview Parkway Dallas, TX 75252
Executive Vice President & Chief Administrative Officer	James E. Anderson	17655 Waterview Parkway Dallas, TX 75252
Executive Vice President & President, Business Development & Planning	Michael A. Beltz	17655 Waterview Parkway Dallas, TX 75252
Executive Vice President & President, Retail-Business Unit	Ivan M. Szeftel	800 Techcenter Drive Gahanna, Ohio 43230
Senior Vice President & President, Network and Petroleum Business Unit	Ronald G. Carter	17655 Waterview Parkway Dallas, TX 75252
Senior Vice President & Chief Information Officer	Steven T. Walensky	17201 Waterview Parkway Dallas, TX 75252
Senior Vice President	Lisa J. Murray	17655 Waterview Parkway Dallas, TX 75252
Senior Vice President	Dwayne H. Tucker	17655 Waterview Parkway Dallas, TX 75252
Vice President, Controller & Chief Accounting Officer	Michael Kubic	17655 Waterview Parkway Dallas, TX 75252
Vice President	Richard E. Schumacher, Jr.	800 Techcenter Drive Gahanna, Ohio 43230
Vice President, Secretary & General Counsel	Carolyn S. Melvin	800 Techcenter Drive Gahanna, Ohio 43230
Treasurer	Robert P. Armiak	800 Techcenter Drive Gahanna, Ohio 43230
DIRECTORS		

DIRECTORS

Bruce K. Anderson	320 Park Avenue, Ste 2500, New York, NY 10022-6815
Anthony J. deNicola	320 Park Avenue Ste 2500, New York, NY 10022-6815
Daniel P. Finkelman	Three Limited Parkway, Columbus, Ohio 43230
Robert A. Minicucci	320 Park Avenue Ste. 2500, New York, NY 10022-6815
J. Michael Parks	17655 Waterview Parkway, Dallas, TX 75252
Bruce A. Soll	Three Limited Parkway, Columbus, Ohio 43230