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May 15 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F95000005231 (4) 1. Corporation Name MBNA MARKETING SYSTEMS, INC.			
Principal Place of Business 400 CHRISTINA RD. NEWARK DE 19713		Mailing Address 400 CHRISTINA RD. NEWARK DE 19713-4217	
2. Principal Place of Business 21 1100 North King Street Suite, Apt. #, etc. 22 City & State 23 Wilmington, DE Zip 24 19884-0768 Country 25 US		2a. Mailing Address 26 M.S. 700768 Suite, Apt. #, etc. 27 City & State 28 Wilmington, DE Zip 29 19884-0768 Country 30 US	
3. Date Incorporated or Qualified 10/26/1995 3a. Date of Last Report 05/01/1996 4. FEI Number 51-0329701 Applied For Not Applicable 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____			
12. OFFICERS AND DIRECTORS 1.1 TITLE PDCE 1.2 NAME COCHRAN, JOHN R 1.3 STREET ADDRESS 400 CHRISTINA RD. 1.4 CITY-ST-ZIP NEWARK DE 19713 1.5 <input type="checkbox"/> DELETE 2.1 TITLE D 2.2 NAME DIMSEY, PETER S 2.3 STREET ADDRESS 400 CHRISTINA RD. 2.4 CITY-ST-ZIP NEWARK DE 19713 2.5 <input checked="" type="checkbox"/> DELETE 3.1 TITLE DC 3.2 NAME FLYNN, TERRANCE R 3.3 STREET ADDRESS 400 CHRISTINA RD. 3.4 CITY-ST-ZIP NEWARK DE 19713 3.5 <input type="checkbox"/> DELETE 4.1 TITLE DC 4.2 NAME NELMS, DAVID W 4.3 STREET ADDRESS 400 CHRISTINA RD. 4.4 CITY-ST-ZIP NEWARK DE 19713 4.5 <input type="checkbox"/> DELETE 5.1 TITLE DC 5.2 NAME STRUTHERS, RICHARD K 5.3 STREET ADDRESS 400 CHRISTINA RD. 5.4 CITY-ST-ZIP NEWARK DE 19713 5.5 <input type="checkbox"/> DELETE 6.1 TITLE D 6.2 NAME WALLACE, HOWARD C 6.3 STREET ADDRESS 400 CHRISTINA RD. 6.4 CITY-ST-ZIP NEWARK DE 19713 6.5 <input checked="" type="checkbox"/> DELETE			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE Director 1.2 NAME 1.3 STREET ADDRESS 1100 North King Street 1.4 CITY-ST-ZIP Wilmington, DE 19884-0768 1.5 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.1 TITLE Director 2.2 NAME Patrick M. Blewett 2.3 STREET ADDRESS 1100 North King Street 2.4 CITY-ST-ZIP Wilmington, DE 19884-0768 2.5 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.1 TITLE Director/Vice Chairman 3.2 NAME 3.3 STREET ADDRESS 1100 North King Street 3.4 CITY-ST-ZIP Wilmington, DE 19884-0768 3.5 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 4.1 TITLE Director/Vice Chairman 4.2 NAME 4.3 STREET ADDRESS 1100 North King Street 4.4 CITY-ST-ZIP Wilmington, DE 19884-0768 4.5 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 5.1 TITLE Director/Chairman/President/CEO 5.2 NAME 5.3 STREET ADDRESS 1100 North King Street 5.4 CITY-ST-ZIP Wilmington, DE 19884-0768 5.5 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 6.1 TITLE Director/Senior Exec. Vice President 6.2 NAME Thomas P. McGinley 6.3 STREET ADDRESS 1100 North King Street 6.4 CITY-ST-ZIP Wilmington, DE 19884-0768 6.5 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			

SIGNATURE:

  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Victor P. Manning 4/30/97 (302) 453-9930  
Date Daytime Phone

0498800

CR2E034 (9/96)

MBNA Marketing Systems, Inc.  
1100 North King Street  
Wilmington, Delaware 19884-0768

FEIN: 51-0329701

**Additional Officers**

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Craig Lewis	Senior Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
Vernon H.C. Wright	Treasurer / Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
K. David Elgena	Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
Shane G. Flynn	Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
John C. Richmond	Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
Todd T. Weaver	Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
John Wooters	Executive Vice President	1100 North King Street; Wilmington, DE 19884-0768
John W. Schefflen	Secretary	1100 North King Street; Wilmington, DE 19884-0768
Thomas D. Wren	Vice President / Assistant Treasurer	1100 North King Street; Wilmington, DE 19884-0768
Victor P. Manning	Assistant Treasurer	1100 North King Street; Wilmington, DE 19884-0768
Deborah Jackson	Assistant Secretary	1100 North King Street; Wilmington, DE 19884-0768
W. Craig Schroeder	Assistant Secretary	1100 North King Street; Wilmington, DE 19884-0768