

F98000004677

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REGISTERED AGENT CHANGE

CATALINA MARKETING MANUFACTURER SERVICES, INC.

Certificate of Status	0
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Page Count	04
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*TALLAHASSEE
Verified
person sign
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RA Change

11/22/04

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Catalina Marketing Manufacturer Services, Inc.
2. The principal office address: 200 Carillon Parkway, St. Petersburg, FL 33716

3. The mailing address (if different): _____

4. Date of incorporation/qualification: 08/17/98 Document number: F98-4677

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System
c/o CT Corporation System
(P.O. Box or personal mailbox NOT acceptable)
1200 South Pine Island Road, Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

James Bordonaro / Attorney in Fact

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

[Printed Name]
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.
CT Corporation System

By: _____
(Signature of Registered Agent)

11/02/04

If signing on behalf of an entity: _____
[Signature]
(Typed or printed Name)

JAMES A. BORDONARO
ASSISTANT SECRETARY

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Catalina Marketing Corporation ("Corporation"), a corporation incorporated under the laws of Delaware does hereby appoint James Bordonaro and Tim Sylvester as attorney-in-fact for the Corporation to act for the Corporation and subsidiaries of the Corporation attached hereto as Exhibit A (The "Subsidiaries") in the Corporation's and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on this 28th day of October, 2004.

James Bordonaro
Joint President, Vice President—Finance
Tim Sylvester
Assistant Secretary

Sworn to and subscribed before me
this 28th day of October, 2004

Carol A. Chapman
Notary Public, State of FLORIDA, County of PINELLAS
Commission Expires: July 5, 2006



Carol A. Chapman
MY COMMISSION # 00115775 EXPIRES
July 5, 2006
EDWARD THOMAS TROY FINANCE, INC

EXHIBIT A

CATALINA MARKETING CORPORATION
Catalina Electronic Clearing Services, Inc.
Catalina Information Resources, Inc.
Catalina Marketing Iberia, Inc.
CATALINA MARKETING INTERNATIONAL, INC.
Catalina Marketing of Belgium, Inc.
Catalina Marketing of France, Inc.
Catalina Marketing Manufacturer Services, Inc.
Catalina Marketing UK, Inc.
Catalina Marketing Worldwide, Inc.
Catalina Health Resource, Inc.
SUPERMARKETS ONLINE, INC.
Catalina Marketing Research Solutions, Inc.
Dynamic Controls, Inc.
Dynamic Data Services, Inc.
CMJ Investments, LLC
Catalina Marketing Direct Marketing Services, Inc.
Compuscan Marketing, Inc.
Compuscan Technologies, Inc.
Market Intelligence, Inc.
Supermarkets Online Holdings, Inc.
Catalina Marketing Loyalty Holdings, Inc.
Catalina Marketing Charitable Foundation