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FILED
Jan 30 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 # P38274 (7)
 1. Corporation Name
CATALINA MARKETING CORPORATION



Principal Place of Business: **% ACCTS. PAYABLE 11300 9TH STREET NORTH ST. PETERSBURG FL 33716-2329**
 Mailing Address: **C/O TAX DEPT. 11300 9TH STREET NORTH ST. PETERSBURG FL 33716-2329 US**

3. Date Incorporated or Qualified: **04/10/1992**
 3a. Date of Last Report: **02/15/1996**
 4. FEI Number: **33-0499007** Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt #, etc: 22 City & State: 23 Zip: 24 Country: 25
 2a. Mailing Address: 26 Suite, Apt #, etc: 27 City & State: 28 Zip: 29 Country: 30

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's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	GREER, TOMMY D	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	OFF, GEORGE W	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	LIVINGSTON, PHILIP	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COLLINS, PATRICK	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	D'AGOSTINO, STEPHEN I	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MENDELL, THOMAS G	
STREET ADDRESS	11300 9TH ST NORTH	
CITY - ST - ZIP	ST. PETERSBURG FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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: *Christopher Wolf* **CHRISTOPHER WOLF** 1/20/97 (813) 579-5000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

CATALINA MARKETING CORPORATION
LIST OF OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Joe Lillis	Executive Vice President	11300 Ninth Street North St. Petersburg, FL 33718
Karl Maggard	Executive Vice President	11300 Ninth St. North St. Petersburg, FL 33718
Daniel D. Granger	Executive Vice President	11300 Ninth St. North St. Petersburg, FL 33718
Christopher Wolf	Assistant Secretary	11300 Ninth St. North St. Petersburg, FL 33718
Wiltine M. Tarasen	Assistant Secretary	11300 Ninth St. North St. Petersburg, FL 33718
Helene Monat	Director	11300 Ninth St. North St. Petersburg, FL 33718
Thomas W. Smith	Director	11300 Ninth St. North St. Petersburg, FL 33718
Frank H. Barker	Director	11300 Ninth St. North St. Petersburg, FL 33718
Frederick W. Beinecke	Director	11300 Ninth St. North St. Petersburg, FL 33718
Michael B. Wilson	Director	11300 Ninth St. North St. Petersburg, FL 33718