

Filing Fee: \$75.00

ID Number: 91193

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is CATALINA MARKETING CORPORATION
2. It is incorporated under the laws of DELAWARE
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on AUGUST 22, 1994, authorizing it to transact business in Rhode Island under the name of: CATALINA MARKETING CORPORATION

4. The corporate name of the corporation has been changed to NO CHANGE

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

NO CHANGE

- (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

NO CHANGE

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

NO CHANGE

FILED

APR 08 2002
By 315710

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "No Change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
150,000,000	COMMON		.01
5,000,000	PREFERRED		.01

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 81,330,038.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 64,385.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.0790 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 139,458,101.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 13,451.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.00937 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: February 18, 2002

CATALINA MARKETING CORPORATION
Print Exact Name of Corporation Making Application

By *Chris Wolf*
 President or Vice President (check one)

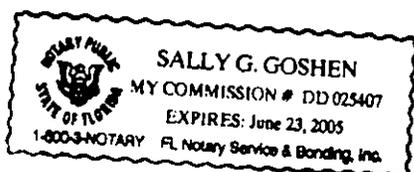
AND

By *[Signature]*
 Secretary or Assistant Secretary (check one)

STATE OF Florida
COUNTY OF Pinellas

In St Petersburg FL, on this 18th day of February, 2002, personally appeared before me Chris Wolf and Thomas Bristow who, being by me first duly sworn, declared that he/she is the Vice President and Asst Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Firms of ID: Both personally known



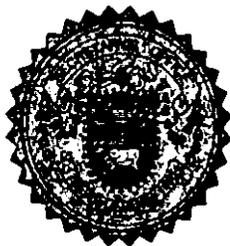
Sally G. Goshen
Notary Public
My Commission Expires: _____

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CATALINA MARKETING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.



2286308 8100

020055153

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1586860

DATE: 01-30-02

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CATALINA MARKETING CORPORATION

Catalina Marketing Corporation, a Delaware corporation (the "Corporation"), pursuant to Section 242 of the General Corporation Law of Delaware, certifies that:

FIRST: The Corporation's Board of Directors and stockholders have adopted resolutions authorizing the following amendment to the Corporation's Certificate of Incorporation as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting paragraph A of Article Fourth in its entirety and restating said paragraph in its entirety as follows:

"A. The Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock," respectively. The number of shares of Common Stock authorized to be issued is 150,000,000, par value \$.01 per share, and the number of shares of Preferred Stock authorized to be issued is 5,000,000, par value \$.01 per share.

SECOND: The foregoing amendment to the Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, Catalina Marketing Corporation has caused this Certificate to be signed and attested by its duly authorized officer this 24th day of July, 2000.

CATALINA MARKETING CORPORATION

By


Name: ROBERT A. BROOKS
Title: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/25/2000
001373811 - 2286308

Amended Certificate of Authority

81193

find corp

DN

CATALINA MARKETING CORPORATION

Phone

STATE

ZIP

Number of authorized shares currently of

55,000,000

Number of authorized shares with increase:

100,000,000

Assessment:

0.003974

Click to use

Assessment:

0.003974

Authorized

178834.39

8(a)

\$81,530,038.00

Estimate of all property wherever located

8(b)

\$84,380.00

Estimate of all property within R.I.

Fee

\$357.87

9(a)

\$139,358,101.00

Gross amount of business wherever located

Fee

\$75.00

9(b)

\$813,451.00

Gross amount of business in R.I.

Fee

\$432.87

(All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.