

• Filing Fee: \$75.00

ID Number: 81193



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

DUPLICATE ORIGINAL APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

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. 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
3. The corporate name of the corporation has been changed to _____
NO CHANGE
(If no change, so indicate)
4. The name, if different, which it elects to use in Rhode Island is: NO CHANGE
 - (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:

 - (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:

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

RECEIVED
STATE SECRETARY
APR 9 1998

FILED
APR 09 1998
CC-#63
By 203237

RECEIVED
STATE SECRETARY
APR 9 12 07 PM '98

6. 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
50,000,000	Common		.01
5,000,000	PREFERRED		.01

7. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 111,700,322.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 169,236.
- (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 .0015 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
8. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 28,022,551.
- (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 \$ 174,801.
- (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 .0022 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
9. 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.

Dated 20 Feb, 19 98

CATALINA MARKETING CORPORATION
Exact Corporate Name of Corporation Making Application

By George Off
☒ President ☐ Vice President (check one)

By Christopher Wray AND
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Kentucky
COUNTY OF Pinellas

In St. Petersburg, on this 20 day of Feb, 19 98, personally appeared before me George Off & Christopher Wray, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
PEGGY L. HOWTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC637468
MY COMMISSION EXP. APR. 22, 2001

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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-FIRST DAY OF AUGUST, A.D. 1996, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2286308 8100

981063128

AUTHENTICATION:

8926540

DATE:

02-18-98

shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. Except as may otherwise be required by law or this Certificate of Incorporation, the terms of any series of Preferred Stock may be amended without the consent of the holders of any other series of Preferred Stock or of Common Stock."

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 23rd day of July, 1996.

CATALINA MARKETING CORPORATION

By 
Name: Larry Greer
Title: Chairman

NY-165899.1

P.03

FAX NO. 7341478

7341475

NCR 7341450

AUG-21-96 WED 14:10

(MWD)07/23/97 12:01/ST 12:05/NO 3560870964 P 5

FROM CORPORATION INVEST DIVERS 302-074-8340