

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2006
CONVEYING PARTY DATA	
Name	Execution Date
Catalina Marketing International, Inc.	03/30/2006
RECEIVING PARTY DATA	
Name:	Catalina Marketing Corporation
Street Address:	200 Carillon Parkway
City:	St. Petersburg
State/Country:	FLORIDA
Postal Code:	33716
PROPERTY NUMBERS Total: 2	
Property Type	Number
PCT Number:	US0619432
Application Number:	11454013
CORRESPONDENCE DATA	
Fax Number:	(703)415-0013
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-415-0012
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Correspondent Name:	Bruce T. Margulies
Address Line 1:	4813-B Eisenhower Avenue
Address Line 4:	Alexandria, VIRGINIA 22304
ATTORNEY DOCKET NUMBER:	CATA0001
NAME OF SUBMITTER:	Bruce T. Margulies
Total Attachments: 2 source=Pages from CMI Patent Apps to CMC_060811#page1.tif	

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REEL: 018094 FRAME: 0610

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
CATALINA MARKETING MANUFACTURER SERVICES, INC.
(a Delaware corporation)
and
CATALINA MARKETING INTERNATIONAL, INC.
(a Delaware corporation)
into
CATALINA MARKETING CORPORATION
(a Delaware corporation)**

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

Catalina Marketing Corporation (hereinafter sometimes referred to as the "Corporation") hereby certifies that:

FIRST. The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND. The Corporation owns 100% of the outstanding shares of the capital stock of Catalina Marketing Manufacturer Services, Inc. ("CMS") and Catalina Marketing International, Inc. ("CMI", and together with CMS, collectively, the "Subsidiaries").

THIRD. The Corporation, by the following resolutions of its Board of Directors, duly adopted on the 24th day of March, 2006, determined to merge the Subsidiaries into the Corporation on the conditions set forth in such resolutions:

WHEREAS, the Board desires and deems it to be in the best interest of the Corporation to merge each of the Subsidiaries into the Corporation;

NOW THEREFORE BE IT RESOLVED, that the Corporation merge each of the Subsidiaries into the Corporation pursuant to the provisions of the Delaware General Corporation Law and that all of the estate, property, rights, privileges, powers and franchises of each of the Subsidiaries be vested in and held and enjoyed by the Corporation as fully and entirely as the same were before held and enjoyed by each of the Subsidiaries; and it is

FURTHER RESOLVED, that the Corporation shall assume and become responsible for the liabilities and obligations of each of the Subsidiaries to the extent provided for by applicable provisions of the Delaware General Corporation Law; and it is

FURTHER RESOLVED, that each of the Subsidiaries shall cease to exist as separate corporations upon the effective date of the mergers pursuant to the provisions of the Delaware General Corporation Law, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law; and it is

FURTHER RESOLVED, that the outstanding shares of each of the Subsidiaries shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered


therefor, inasmuch as the Corporation is the owner of all outstanding shares of each of the Subsidiaries, but each such share which is outstanding as of the effective date of the mergers shall be extinguished upon the effectiveness of the mergers; and it is

FURTHER RESOLVED, that the Board and any and all officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents and to pay all relevant fees and expenses which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the mergers herein provided for under the Delaware General Corporation Law, including without limitation the filing of a Certificate of Ownership and Merger in the State of Delaware (the "Delaware Certificate"); and it is

FURTHER RESOLVED, that the mergers provided for herein shall become effective at 12:01 a.m. E.S.T. on April 1, 2006; and it is

FURTHER RESOLVED, that any act taken or done by any officer or agent of the Corporation to facilitate the mergers is hereby approved and ratified.

IN WITNESS WHEREOF, said Catalina Marketing Corporation has caused its corporate seal to be affixed and this certificate to be signed by Rick Frier, the Executive Vice President and Chief Financial Officer of Catalina Marketing Corporation, for the purpose of merging the Subsidiaries into the Corporation pursuant to the Delaware General Corporation Law and under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and that the facts stated herein are true and accordingly has hereunto signed this Certificate of Ownership and Merger as of the 30th day of March, 2006.

By: 
Rick Frier
Executive Vice President and Chief Financial Officer