

# PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/29/2010
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Intertax, Inc.	03/29/2010
<b>RECEIVING PARTY DATA</b>	
Name:	Comdata Network, Inc.
Street Address:	5201 Maryland Way
City:	Brentwood
State/Country:	TENNESSEE
Postal Code:	37027
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Patent Number:	7778894
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(615)242-2221
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	615-242-2400
Email:	glm@iplawgroup.com
Correspondent Name:	Gary L. Montle
Address Line 1:	1600 Division Street
Address Line 2:	Suite 500
Address Line 4:	Nashville, TENNESSEE 37203
NAME OF SUBMITTER:	Gary L. Montle
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**PATENT**  
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**ARTICLES OF MERGER**

**INTERTAX, INC.  
WITH AND INTO  
COMDATA NETWORK, INC.  
(as filed in Minnesota)**

**PATENT**

**REEL: 024915 FRAME: 0451**

**ARTICLES OF MERGER  
OF  
INTERTAX, INC.  
WITH AND INTO  
COMDATA NETWORK, INC.**

The undersigned, the President and the Secretary of **COMDATA NETWORK, INC.**, a Maryland corporation, and **INTERTAX, INC.**, a Minnesota corporation, in accordance with the Maryland Corporations and Associations Code (the "MCAC") and the Minnesota Business Corporation Act (the "MBCA"), as amended, hereby adopt the following Articles of Merger (the "Articles") merging Intertax, Inc., with and into Comdata Network, Inc., and certify to the State Department of Assessments and Taxation of Maryland that:

**Article I**

Each party to the Articles agrees to merge as set out in the Plan of Merger attached as **Exhibit A.**

**Article II**

- (i) The parties to the Articles are Intertax, Inc., a Minnesota corporation, and Comdata Network, Inc., a Maryland corporation.
- (ii) The name of the successor corporation is Comdata Network, Inc., a Maryland corporation.

**Article III**

Intertax, Inc., a Minnesota corporation, is a foreign corporation.

- (i) Intertax, Inc. was incorporated on September 27, 1994.
- (ii) Intertax, Inc. was incorporated under the general law of the State of Minnesota.
- (iii) Intertax, Inc. is not registered or qualified to do business in Maryland.

**Article IV**

- (i) Comdata Network, Inc., has its principal office in Maryland at 7 St. Paul St., Suite 1660, Baltimore, Maryland 21202. Intertax, Inc. does not have a principal office in Maryland.
- (ii) Neither of the parties owns an interest in land in Maryland.

## Article V

The terms and conditions of the transaction set forth in the Articles were advised, authorized, and approved by each party to the Articles in the manner and by the vote required by its charter and the laws of the place where it is organized. Because Intertax, Inc. is a wholly-owned subsidiary of Comdata Network, Inc.: (i) the board of directors of Comdata Network, Inc., approved the terms and conditions set forth in the Articles by written consent in lieu of a meeting as of March 29, 2010, as permitted by Section 3-106 of the MCAC; and (ii) the board of directors of Intertax, Inc. was not required to approve the terms and conditions set forth in the Articles pursuant to Section 302A.621 of the MBCA. Pursuant to Section 3-106 of the MCAC and Section 302A.621 of the MBCA, neither party's shareholders were required to approve the terms and conditions of the transaction set forth in the Articles.

## Article VI

No amendment to the charter of the successor corporation will be effected as part of the merger.

## Article VII

With respect to Intertax, Inc.:

- (i) Intertax, Inc. is authorized to issue 1,000,000 shares of stock of all classes;
- (ii) All of Intertax, Inc.'s 1,000,000 authorized shares of stock are common stock;
- (iii) Intertax, Inc.'s 1,000,000 authorized shares of common stock have par value of \$.01 per share; and
- (iv) The aggregate par value of all the authorized shares of all classes of Intertax, Inc. is \$10,000.

With respect to Comdata Network, Inc.:

- (i) Comdata Network, Inc., is authorized to issue 30,000,000 shares of stock of all classes;
- (ii) All of Comdata Network, Inc.'s 30,000,000 authorized shares are common stock;
- (iii) Comdata Network, Inc.'s 30,000,000 authorized shares of common stock have par value of \$.02 per share; and
- (iv) The aggregate par value of the all the authorized shares of all classes of Comdata Network, Inc., is \$600,000.

### Article VIII

Comdata Network, Inc., owns all of the issued and outstanding shares of Intertax, Inc. stock. Upon the Effective Date, each issued and outstanding share of Intertax, Inc. stock shall be cancelled, and all options, warrants, and other rights to acquire shares of Intertax, Inc. stock shall cease and terminate.

### Article IX

The transaction set forth in these Articles shall be effective upon the later of: (i) March 31, 2010; or (ii) the acceptance for filing of these Articles by the State Department of Assessment and Taxation of the State of Maryland (the "Effective Date").

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents and attested by their respective Secretaries as of the 29 day of March, 2010.

COMDATA NETWORK, INC.

By: Brett L. Rodewald

Brett L. Rodewald, President

ATTEST:

Lisa E. Peerman

Lisa E. Peerman, Senior Vice President,  
General Counsel and Secretary

INTERTAX, INC.

By: Brett L. Rodewald

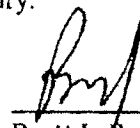
Brett L. Rodewald, President

ATTEST:

Lisa E. Peerman

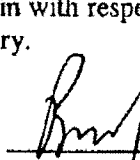
Lisa E. Peerman, Senior Vice President,  
General Counsel and Secretary

The undersigned President of Comdata Network, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Brett L. Rodewald, President

The undersigned President of Intertax, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Brett L. Rodewald, President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**INTERTAX, INC.**  
**WITH AND INTO**  
**COMDATA NETWORK, INC.**

COMDATA NETWORK, INC., a Maryland corporation ("Successor Corporation"), acting pursuant to Sections 3-106 and 3-109 of the Maryland Corporations and Associations Code, as amended (the "MCAC"), and INTERTAX, INC., a Minnesota corporation and a wholly-owned subsidiary of Successor Corporation (the "Merged Corporation"), acting pursuant to Section 302A.621 of the Minnesota Business Corporation Act, as amended (the "MBCA"), hereby adopt the following Plan of Merger (the "Plan of Merger") merging the Merged Corporation with and into Successor Corporation.

**Section 1. The Parties.**

1.1. The name of the parent corporation owning one hundred percent (100%) of the outstanding voting stock of the subsidiary corporation is: Comdata Network, Inc.

1.2. The name of the subsidiary corporation of which one hundred percent (100%) of the outstanding voting stock is owned by the parent corporation is: Intertax, Inc.

1.3. The name of the Successor Corporation is: Comdata Network, Inc.

1.4. The name of the Merged Corporation is: Intertax, Inc.

**Section 2. Effective Date.**

The effective date of the Merger shall be the later of: (i) March 31, 2010; or (ii) the acceptance for filing of articles of merger by the each of the Secretary of State of Minnesota and the Maryland Department of Assessment and Taxation (the "Effective Date").

**Section 3. Terms and Conditions of the Merger.**

Upon the Effective Date: (i) the Merged Corporation shall be merged with and into the Successor Corporation; (ii) the separate corporate existence of the Merged Corporation shall cease; and (iii) all assets, liabilities, rights, privileges, and franchises of the Merged Corporation shall be transferred to the Successor Corporation (the "Merger").

**Section 4. Cancellation of Shares of Merged Corporation.**

Upon the Effective Date, each issued and outstanding share of Merged Corporation stock shall be cancelled, and all options, warrants, and other rights to acquire Common Stock of the Merged Corporation shall cease and terminate.



**Section 5. No Amendment to Charter.**

The merger shall not result in any change to the charter/certificate of incorporation of the Successor Corporation.

**Section 6. Amendment and Abandonment.**

This Plan of Merger may be amended or abandoned at any time prior to the filing of the articles of merger with the Secretary of State of Minnesota and the Maryland Department of Assessment and Taxation by the majority vote of the board of directors of the Successor Corporation in accordance with Section 3-108 the MCAC.

**IN WITNESS WHEREOF**, the parties have caused this Plan of Merger to be executed by their duly authorized representatives as of the 29 day of March 2010.

**COMDATA NETWORK, INC.**

By: 

Brett L. Rodewald, President

**INTERTAX, INC.**

By: 

Brett L. Rodewald, President

CERTIFICATE  
TO  
ARTICLES OF MERGER  
OF  
INTERTAX, INC.  
WITH AND INTO  
COMDATA NETWORK, INC.

COMDATA NETWORK, INC., a Maryland corporation ("Surviving Organization"), as the surviving organization in the merger of INTERTAX, INC., a Minnesota corporation ("Merged Organization"), with and into Merged Organization, hereby delivers this certificate as required by Section 302A.651 of the Minnesota Business Corporation Act, as amended (the "MBCA"):

1. Surviving Organization may be served with process in Minnesota in a proceeding for the enforcement of an obligation of Merged Organization and in a proceeding for the enforcement of the rights of a dissenting shareholder of Merged Organization against Surviving Organization.

2. Surviving Organization hereby irrevocably appoints the Secretary of State of Minnesota its agent to accept service of process in any proceeding. Such process shall then be forwarded to Surviving Organization at the following address:

Comdata Network, Inc.  
5201 Maryland Way  
Brentwood, Tennessee 37027  
Attention: General Counsel

3. Surviving Organization will promptly pay to the dissenting shareholders of Merged Organization the amount, if any, to which they are entitled under Section 302A.473 of the MBCA.

I certify that the foregoing is true and accurate and that I have the authority to sign this document, and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this under oath.

COMDATA NETWORK, INC.

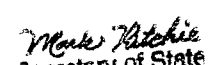
By:   
Brett L. Rodewald, President

Name, daytime telephone number and e-mail  
address of contact person:

Name: George Burke  
Phone Number: 615-370-7148  
E-mail Address: gburke@comdata.com

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAR 31 2010

  
Secretary of State