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02-21-2001



101617842



U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

2.12.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy (ies).

<b>Submission Type</b>		<b>Conveyance Type</b>	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation)	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Corrective Document		<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
Document ID# <input type="text"/>			Effective Date Month Day Year <input type="text"/>
Reel # <input type="text"/> Frame # <input type="text"/>		<input checked="" type="checkbox"/> Merger	
Reel # <input type="text"/> Frame # <input type="text"/>		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	

2186291

**Conveying Party**  Mark if additional names of conveying parties attached

Name  Effective Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**  Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

02/20/2001 BTOM11 00000055 2186291

01 FC:481

40.00 DP

**FOR OFFICE USE ONLY**

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB information Collection Budget Package 0651-0027 Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
**REEL: 2238 FRAME: 0846**

**Domestic Representative Name and Address (Enter for the first Receiving Party only).**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address Number**

**Area Code and Telephone**

(202) 383-6830

Name

Carla C. Calcagno

Address (line 1)

HOWREY SIMON ARNOLD & WHITE, LLP

Address (line 2)

1299 Pennsylvania Ave., NW

Address (line 3)

Address (line 4)

Washington, DC 20004

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# 15

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>	2,186,291	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved.

# 1

**Fee Amount**

**Fee Amount for Properties Listed (37CFR 3.41):**

\$ 40.00

**Method of Payment:**

Enclosed

Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

**Deposit Account Number:**

# 08-3038

**Authorization to charge additional fees**

Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Carla C. Calcagno

Name of Person Signing

  
Signature

2-02-01

Date Signed

WRITTEN CONSENT OF DIRECTORS  
OF  
COMDATA NETWORK, INC.

The undersigned, being all of the members of the Board of Directors of Comdata Network, Inc., a Maryland corporation (the "Corporation"), hereby adopt the resolutions set forth below and take the actions set forth therein, by written consent and without a meeting, which actions shall have the same force and effect as if duly adopted at a meeting.

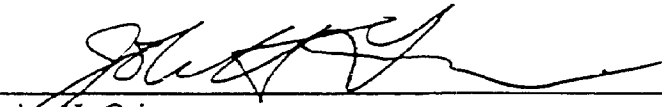
WHEREAS, the Board of Directors of the Corporation deems it necessary and desirable and in the best interest of the Corporation for Archco, Inc., a Minnesota Corporation to merge with and into the Corporation, pursuant to the Plan and Agreement of Merger (the "Agreement of Merger") in substantially the form attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement of Merger and the merger contemplated thereby be, and they hereby are, adopted and approved; and


RESOLVED, FURTHER, that the Chairman of the Board, the President, any Vice President, and the Secretary (acting singly or jointly) be, and the same hereby are, authorized, empowered, and directed (a) to execute and deliver the Agreement of Merger by and on behalf of and in the name and as the act and deed of the Corporation, and (b) from time to time on behalf of and in the name and as the act and deed of the Corporation to do and perform such acts and things and to sign such documents, certificates, and agreements as they deem necessary and advisable to carry out the intent of the Agreement of Merger and these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date stated below for the purpose of evidencing (i) their unanimous consent to the taking of the foregoing actions without a meeting, and (ii) their affirmative vote in favor of the taking of the foregoing actions.


July \_\_\_\_\_, 1999

  
\_\_\_\_\_  
John H. Grierson

July 6, 1999

  
\_\_\_\_\_  
Loren D. Gross

July \_\_\_\_\_, 1999

  
\_\_\_\_\_  
Tony G. Holcombe

69-704

**ARTICLES OF MERGER**

**merging**

**Archco, Inc.**  
**(a Minnesota corporation)**

**with and into**

**Comdata Network, Inc.**  
**(a Maryland corporation)**

Pursuant to Section 302A.651 of the Minnesota Statutes, the undersigned corporations execute the following Articles of Merger:

**FIRST:** The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Archco, Inc.	Minnesota
Comdata Network, Inc.	Maryland

**SECOND:** The name of the surviving corporation is Comdata Network, Inc.

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved by unanimous written consent of the Board of Directors of Archco, Inc. and Comdata Network, Inc.

**FOURTH:** This merger is permitted by the laws of the State of Maryland, the jurisdiction under which Comdata Network, Inc. is organized and the Agreement and Plan of Merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

**FIFTH:** The plan of merger was approved by Archco, Inc. in accordance with Chapter 302A of the Minnesota Statutes.

*[the remainder of this page left intentionally blank]*

Dated this 15<sup>th</sup> day of July, 1999.

ATTEST:

ARCHCO, INC.

Michael W. Sheridan  
Michael W. Sheridan  
Secretary

By: T. G. Holcombe (SEAL)  
Tony G. Holcombe  
President and Chief Executive Officer



ATTEST:

COMDATA NETWORK, INC

Michael W. Sheridan  
Michael W. Sheridan  
Secretary

By: T. G. Holcombe (SEAL)  
Tony G. Holcombe  
President and Chief Executive Officer

# EXHIBIT A

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is dated this 1st day of July, 1999, by and between Comdata Network, Inc., a Maryland corporation (the "Surviving Corporation") and Archco, Inc., a Minnesota corporation (the "Merging Corporation").

WHEREAS, the Board of Directors and the sole shareholder of the Merging Corporation have adopted resolutions declaring advisable the proposed merger of the Merging Corporation with and into the Surviving Corporation upon the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Surviving Corporation has adopted resolutions declaring advisable the proposed merger of the Merging Corporation with and into the Surviving Corporation upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto agree to effect the merger provided for in this Plan of Merger upon the following terms and conditions.

1. Names and Surviving Corporation. The names of the corporations proposing to merge hereunder are Archco, Inc., a Minnesota corporation and Comdata Network, Inc., a Maryland corporation. On the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence and corporate organization of the Merging Corporation shall cease. The Surviving Corporation's name shall be Comdata Network, Inc. ✓

2. Effective Date. This Plan of Merger shall become effective upon filing with the Secretaries of State of Minnesota and Maryland (the "Effective Date"). ✓

3. Terms and Conditions of the Merger. (a) On and after the Effective Date, the Articles and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles and Bylaws of the Surviving Corporation on and after the Effective Date until altered, amended or repealed as provided therein or in accordance with applicable law.

(b) On and after the Effective Date, the officers and Board of Directors of the Surviving Corporation shall consist of all the persons who are officers and directors of the Surviving Corporation immediately prior to the Merger. All of such officers and directors shall continue to hold office until their successors have been duly qualified in accordance with applicable law and the Bylaws of the Surviving Corporation.

(c) On and after the Effective Date, the separate existence and corporate organization of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, and powers of whatever nature and description, and shall be subject to all the restrictions and duties, of each of the parties hereto; and all property (real, personal, and mixed) and debts due to either of the parties hereto on whatever account or belonging to either of them shall

be vested in the Surviving Corporation without further acts or deeds; and all property, rights, privileges, powers, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were the constituent corporations' prior to the merger. Title to any real estate vested by deed or otherwise in either corporation shall not convert to or be any way impaired by reason of such merger, but shall be vested in the Surviving Corporation. All rights of creditors and liens upon the property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the parties shall henceforth attach to and be the liabilities of the Surviving Corporation, except as otherwise provided among the parties.

(d) The shares of capital stock of the Surviving Corporation outstanding immediately prior to the Effective Date shall not be converted as a result of the merger but shall remain outstanding as the shares of capital stock of the Surviving Corporation.

(e) All of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, be automatically by operation of law canceled and void and extinguished, without consideration.

(f) The Surviving Corporation and the Merging Corporation intend for this Plan of Merger to constitute a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger.

COMDATA NETWORK, INC.


By: 

Tony G. Holcombe  
President and Chief Executive Officer

ARCHCO, INC.

By: 

Tony G. Holcombe  
President and Chief Executive Officer

JUL 16 1999 

  
TRADEMARK  
Secretary of State



State of Maryland  
**Department of  
Assessments and Taxation**



**Parris N. Glendening**  
*Governor*

**Ronald W. Wineholt**  
*Director*

**Paul B. Anderson**  
*Administrator*

Charter Division

THE CORPORATION TRUST INCORPORATED  
300 E LOMBARD ST  
BALTIMORE MD 21202-3219

Date: 07-20-1999

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . . COMDATA NETWORK, INC.  
DEPARTMENT ID : D00563916  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 07-16-1999  
TIME FILED : 10:30-AM  
RECORDING FEE : 20.00  
EXPEDITED FEE : 50.00  
COPY FEE : 12.00  
FILING NUMBER : 1000044823000000  
CUSTOMER ID : 0000180670  
WORK ORDER NUMBER : 0000195469

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

0000168680

chtacc

**TRADEMARK**  
**REEL: 2238 FRAME: 0854**

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: U  
EFFECTIVE DATE: 07-16-1999  
PRINCIPAL OFFICE: FIRST NATIONAL BANK BUILDING  
BALTIMORE CITY  
BALTIMORE MD 21202  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
300 E LOMBARD ST  
BALTIMORE MD 21202

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES.

SURVIVOR:

(DO0563916) COMDATA NETWORK, INC.

MERGED ENTITIES:

(FO5088968) ARCHCO, INC..

00010

TRADEMARK  
REEL: 2238 FRAME: 0855

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 6 page document on file in this office. DATED: 7-16-99

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_  
P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) Archco, Inc.  
(MD) F5088968

Surviving (Transferee) Comdata Net-  
work, Inc.  
(MD) 2190563916

FEEES REMITTED

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: 50  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
1 Certified Copies: \_\_\_\_\_  
Copy Fee: 12  
Certificates: \_\_\_\_\_  
Certificate Fee: \_\_\_\_\_  
Other: \_\_\_\_\_  
TOTAL FEES: 82

ID # 000563916 ACK # 1000044823000000  
LIBER: B00054 FOLIO: 0044 PAGES: 0007  
COMDATA NETWORK, INC.

07/16/1999 AT 10:30 A WO # 0000195469

\_\_\_\_\_ Credit Card  
✓ Check  
\_\_\_\_\_ Cash

1 Documents on 3 Checks

APPROVED BY: [Signature]

DATE:

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name
- \_\_\_\_\_ Other Change(s)

CODE 107

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

COMMENT:

WORK ORDER 0000195469  
CUSTOMER ID  
0000180670  
1999-07-20 08:46 AM  
AMT PAID  
82.00

91

ARTICLES OF MERGER

OF

ARCHCO, INC.  
(a Minnesota corporation)

INTO

COMDATA NETWORK, INC.  
(a Maryland corporation)

STATE DEPARTMENT OF REVENUE AND TAXATION  
7/16/99  
FOR RECORD  
1030a

ARCHCO, INC., a Minnesota corporation, and COMDATA NETWORK, INC., a Maryland corporation, hereby certify as follows:

FIRST: Archco, Inc., a corporation formed under the laws of the State of Minnesota on April 19, 1990 and wholly-owned corporate subsidiary of Comdata Network, Inc. (the "Merged Corporation"), and Comdata Network, Inc., a corporation formed under the laws of the State of Maryland on July 17, 1969 and parent corporation of the Merged Corporation (the "Surviving Corporation"), agree to merge in the manner hereinafter set forth (the "Merger") effective upon the filing of these Articles of Merger with the State of Maryland.

SECOND: Pursuant to the Plan of Merger, dated as of July 1, 1999, by and between the Merged Corporation and the Surviving Corporation, the Merged Corporation shall be merged with and into the Surviving Corporation. When the Merger becomes effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue in existence under its charter and bylaws as then in effect.

THIRD: The principal office of the Surviving Corporation in the State of Maryland is c/o The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. The Merged Corporation is not registered or qualified to do business in the State of Maryland.

FOURTH: The Merged Corporation owns no interest in land in Maryland.

FIFTH: The total number of shares of all classes of stock which each corporation a party to these Articles of Merger has the authority to issue and the number of shares of each class are as follows:

(a) The total number of shares of all classes of stock which the Surviving Corporation has authority to issue is 30,000,000 shares of common stock, \$0.02 par value per share, of which 1,000 shares are issued and outstanding.

(b) The total number of shares of all classes of stock which the Merged Corporation has authority to issue is 25,000 shares of common stock, no par value per share, of which no shares are issued and outstanding.

SIXTH: The manner and basis of converting or exchanging issued stock of the Merging Corporation into different stock of a corporation or other consideration and the treatment of any issued stock of the merging corporation not to be so converted or exchanged shall be as follows:

(a) All of the issued and outstanding shares of the Merged Corporation are owned by the Surviving Corporation, and no shares of the Surviving Corporation are to be issued or any other consideration given for shares of the Merged Corporation, but upon the effectiveness of the Merger, the shares of stock of the Merged Corporation shall be surrendered for cancellation to the Surviving Corporation.

(b) When the Merger becomes effective, each share of the common stock of the Merged Corporation that is owned by the Merged Corporation shall be canceled and cease to exist.

SEVENTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Merged Corporation and the Surviving Corporation in the manner and by the vote required by their respective organizational documents and the laws of the State of Minnesota and the State of Maryland respectively. The manner of approval by the Merged Corporation and the Surviving Corporation of the transaction set forth in these Articles of Merger is as follows:

(a) In accordance with the Minnesota Statutes and the charter and bylaws of the Merged Corporation, as amended, the board of directors of the Merged Corporation adopted a resolution by unanimous written consent dated July 1, 1999, approving the terms and conditions of the transaction described herein.

(b) In accordance with the General Corporation Law of the State of Maryland and the charter and bylaws of the Surviving Corporation, as amended, the board of directors of the Surviving Corporation, adopted a resolution by unanimous written consent dated July 1, 1999, declaring that the transaction described herein is advisable and in the best interests of the Surviving Corporation and its stockholders and waived any and all notice requirements provided for by applicable law.

EIGHT: No amendment to the charter of the Surviving Corporation will be effected by the Merger.

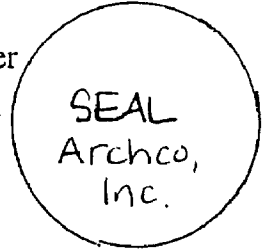
IN WITNESS WHEREOF, the Merged Corporation and Surviving Corporation have caused these Articles of Merger to be executed in their respective names and on their behalf on this 1<sup>st</sup> day of July, 1999, by, in the case of the Merged Corporation, its President and Secretary and, in the case of the Surviving Corporation, its President and Secretary, each of whom acknowledges respectively that these Articles of Merger are the act of the Merged Corporation and the Surviving Corporation and that to the best of their knowledge, information and belief, and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all material respects.

ATTEST:

ARCHCO, INC.

Michael W. Sheridan  
Michael W. Sheridan  
Secretary

By: Tony G. Holcombe (SEAL)  
Tony G. Holcombe  
President and Chief Executive Officer



ATTEST:

COMDATA NETWORK, INC

Michael W. Sheridan  
Michael W. Sheridan  
Secretary

By: Tony G. Holcombe (SEAL)  
Tony G. Holcombe  
President and Chief Executive Officer

# EXHIBIT A

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This Plan and Agreement of Merger is dated this 1st day of July, 1999, by and between Comdata Network, Inc., a Maryland corporation (the "Surviving Corporation") and Archco, Inc., a Minnesota corporation (the "Merging Corporation").

WHEREAS, the Board of Directors and the sole shareholder of the Merging Corporation have adopted resolutions declaring advisable the proposed merger of the Merging Corporation with and into the Surviving Corporation upon the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Surviving Corporation has adopted resolutions declaring advisable the proposed merger of the Merging Corporation with and into the Surviving Corporation upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto agree to effect the merger provided for in this Plan of Merger upon the following terms and conditions.

1. Names and Surviving Corporation. The names of the corporations proposing to merge hereunder are Archco, Inc., a Minnesota corporation and Comdata Network, Inc., a Maryland corporation. On the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence and corporate organization of the Merging Corporation shall cease. The Surviving Corporation's name shall be Comdata Network, Inc.

2. Effective Date. This Plan of Merger shall become effective upon filing with the Secretaries of State of Minnesota and Maryland (the "Effective Date").

3. Terms and Conditions of the Merger. (a) On and after the Effective Date, the Articles and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles and Bylaws of the Surviving Corporation on and after the Effective Date until altered, amended or repealed as provided therein or in accordance with applicable law.

(b) On and after the Effective Date, the officers and Board of Directors of the Surviving Corporation shall consist of all the persons who are officers and directors of the Surviving Corporation immediately prior to the Merger. All of such officers and directors shall continue to hold office until their successors have been duly qualified in accordance with applicable law and the Bylaws of the Surviving Corporation.

(c) On and after the Effective Date, the separate existence and corporate organization of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, and powers of whatever nature and description, and shall be subject to all the restrictions and duties, of each of the parties hereto; and all property (real, personal, and mixed) and debts due to either of the parties hereto on whatever account or belonging to either of them shall



be vested in the Surviving Corporation without further acts or deeds; and all property, rights, privileges, powers, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were the constituent corporations' prior to the merger. Title to any real estate vested by deed or otherwise in either corporation shall not convert to or be any way impaired by reason of such merger, but shall be vested in the Surviving Corporation. All rights of creditors and liens upon the property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the parties shall henceforth attach to and be the liabilities of the Surviving Corporation, except as otherwise provided among the parties.


(d) The shares of capital stock of the Surviving Corporation outstanding immediately prior to the Effective Date shall not be converted as a result of the merger but shall remain outstanding as the shares of capital stock of the Surviving Corporation.

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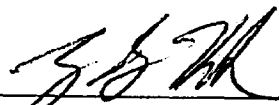
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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger.

COMDATA NETWORK, INC.

By:   
\_\_\_\_\_  
Tony G. Holcombe  
President and Chief Executive Officer

ARCHCO, INC.

By:   
\_\_\_\_\_  
Tony G. Holcombe  
President and Chief Executive Officer

February 12, 2001



HAND DELIVERY

Assistant Commissioner for Trademarks  
U.S. Patent and Trademark Office  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

**Attn: Box Assignments**

Re: U.S. Trademark Recordation Merger/Change of Name  
Filed: March 5, 1996; S/N 2,186,291; Registration Date: Sept. 1, 1998  
Our Reference No. 01485.0037.TMUS01

Dear Sir:

Please find enclosed for appropriate action by the U.S. Patent and Trademark Office (PTO) the following documents:

1. Recordation Form Cover Sheet Trademarks Only (Form PTO-1618A);
2. Written Consent of Directors of Comdata;
3. Articles of Merger of Archco, Inc. with and into Comdata Network, Inc.
4. Plan and Agreement of Merger between Archco, Inc. and Comdata Network, Inc.;
5. Maryland Department of Assessments & Taxation Acceptance of Merger Filing;
6. Check No. 345856 in the amount of \$40.00;
7. Postcards (2).

It is respectfully requested that one of the attached postcards be stamped with the date of filing of these documents, and that it be returned to us via our courier.

Any fee deficiency or overpayment should be charged or credited to Deposit Account No. 08-3038 referencing docket number 01485.0037.TMUS01.

Respectfully submitted,

Trina A. Longo

Enclosures

cc: Carla C. Calcagno  
Deborah R. Coleman, Trademark Specialist

February 12, 2001



HAND DELIVERY

Assistant Commissioner for Trademarks  
U.S. Patent and Trademark Office  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

**Attn: Box Assignments**

Re: U.S. Trademark Recordation Merger/Change of Name  
Filed: March 5, 1996; S/N 2,186,291; Registration Date: Sept. 1, 1998  
Our Reference No. 01485.0037.TMUS01

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4. Plan and Agreement of Merger between Archco, Inc. and Comdata Network, Inc.;
5. Maryland Department of Assessments & Taxation Acceptance of Merger Filing;
6. Check No. 345856 in the amount of \$40.00;
7. Postcards (2).

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Respectfully submitted,

Trina A. Longo

Enclosures

cc: Carla C. Calcagno  
Deborah R. Coleman, Trademark Specialist