

12-12-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Transceiver United, Inc. 12-7-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State NEVADA
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 31, 1996

2. Name and address of receiving party(ies)
 Name: Comdata Network, Inc.
 Internal Address: _____
 Address: _____

Street Address: 5301 Maryland Way
 City: Brentwood State: TN Zip: 37027

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Maryland
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,000,368

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Trina A. Longo
 Internal Address: HOWREY SIMON ARNOLD & WHITE, LLP
 Street Address: 1299 Pennsylvania Ave., NW
 City: Washington State: DC Zip: 20004

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-3038
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

TRINA A. LONGO Trina A. Longo _____
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

12/11/2001 DBYRNE 00000053 1000368 40.00 OP 01 FC:481

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002406 FRAME: 0855

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

**ARTICLES OF MERGER
OF
TRANSCIEVER UNITED, INC.
A NEVADA CORPORATION INTO
COMDATA NETWORK, INC.
A MARYLAND CORPORATION**

ent

DEC 31 1996

No. C-597-85
John Hellen

JOHN HELLER, SECRETARY OF STATE

FIRST: The name of the surviving corporation is Comdata Network, Inc., located at 5301 Maryland Way, Brentwood, Tennessee 37027, and the place of its incorporation is the State of Maryland, the laws of which permit this merger. The name, address, and place of incorporation of the corporation being merged into the surviving corporation is Transceiver United, Inc., 5301 Maryland Way, Brentwood, Tennessee, incorporated in the State of Nevada, the laws of which permit this merger.

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") was adopted by the board of directors of each corporation that is a party to this merger.

THIRD: The Plan of Merger was entitled to be and was approved by the Board of Directors of Comdata Network, Inc. without the approval of its sole shareholder being required.

FOURTH: The Plan of Merger was approved by the Board of Directors of Transceiver United, Inc. and its sole stockholder.

FIFTH: The complete executed Plan of Merger is on file at the place of business of Comdata Network, Inc., located at 5301 Maryland Way, Brentwood, Tennessee 37027, and a copy of the Plan of Merger will be furnished by Comdata Network, Inc. on request and without cost to any shareholder of any corporation which is a party to this merger.

SIXTH: All corporations party to this merger have complied with laws of their respective jurisdiction of incorporation concerning this merger.

SEVENTH: This merger shall be effective upon filing by the Secretary of State of Nevada.

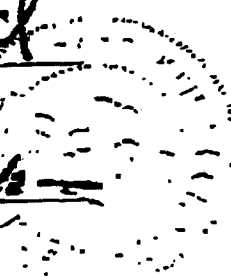
COMDATA NETWORK, INC.

By: *George L. McTavish*
George L. McTavish

Title: President

By: *Michael W. Sheridan*
Michael W. Sheridan

Title: Secretary



TRANSCENTER UNITED, INC.

By: *George L. McTavish*
George L. McTavish

Title: President

By: *Michael W. Sheridan*
Michael W. Sheridan

Title: Secretary

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

On December 30, 1996, personally appeared before me, A Notary Public, George L. McTavish and Michael W. Sheridan, who acknowledged that they executed the above instrument.

Lisa E. Peerman
Notary Public - Lisa E. Peerman

My Commission Expires: March 25, 2000

ARTICLES OF MERGER

MERGING

12/31/96 9320

TRANSCIEVER UNITED, INC.

(a corporation organized and existing under the laws of the State of Nevada)

WITH AND INTO

COMDATA NETWORK, INC.

(a corporation organized and existing under the laws of the State of Maryland)

FIRST: Transceiver United, Inc., a corporation organized and existing under the laws of the State of Nevada, (hereinafter referred to as the "Subsidiary"), and Comdata Network, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as the "Parent"), agree that the Subsidiary shall be merged into the Parent. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: Comdata Network, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Comdata Network, Inc.

THIRD: The parties to the Articles of Merger are:

1. Comdata Network, Inc., a corporation organized and existing under the laws of the State of Maryland; and

2. Transceiver United, Inc., a corporation incorporated on the 1st day of January, 1985, under the Nevada Business Corporation Law, which corporation was qualified to do business in Maryland on the 16th day of October, 1995.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said Transceiver United, Inc. has authority to issue is one thousand (1,000) shares designated as common stock of the par value of \$.001 each. The number of issued and outstanding shares is one thousand (1,000).

The total number of shares of stock of all classes which said Comdata Network, Inc. has authority to issue is thirty million (30,000,000) shares designated as common stock of the par value of \$.02 each. The number of issued and outstanding shares is one thousand (1,000).

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 4 page document on file in this office. DATED: December 31, 1996

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

[Signature] Custodian

BY: [Signature]

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

SIXTH: The number of outstanding shares of each class of the Subsidiary and the number of shares of each class owned by the Parent are as follows:

<u>Subsidiary Corporation</u>	<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned By Parent Corporation</u>
Transceiver United, Inc.	Common	1,000	1,000

SEVENTH: The manner and basis of converting or exchanging issued stock of the subsidiary corporation into different stock or other consideration and of dealing with any issued stock of the subsidiary corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of the Subsidiary are owned by the Parent, the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of the Subsidiary, the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the Subsidiary shall be surrendered for cancellation to the Parent, the surviving corporation.

EIGHTH: The principal office of the Parent, organized under the laws of the State of Maryland, is located in the County of Baltimore, State of Maryland. The Subsidiary does not have a principal office in the State of Maryland.

Neither corporation which is a party to these Articles of Merger owns property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The terms and conditions of the merger to be effected by these Articles of Merger were duly approved by resolution adopted by unanimous written consent of the entire Board of Directors of Comdata Network, Inc., effective as of December 30, 1996.

TENTH: The terms and conditions of the merger to be effected by these Articles of Merger were duly advised, authorized and approved by the Subsidiary in the manner and by the vote required by the laws of the Subsidiary's state of incorporation and by the articles of incorporation of the Subsidiary.

IN WITNESS WHEREOF, Transceiver United, Inc. and Comdata Network, Inc., the corporations 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 all as of the 30th day of December, 1996.

TRANSCIEVER UNITED, INC.

BY: Michael W. Sheridan
Michael W. Sheridan
TITLE: Vice President

ATTEST:

Lisa E. Peerman
Lisa E. Peerman
Assistant Secretary

COMDATA NETWORK, INC.

BY: Michael W. Sheridan
Michael W. Sheridan
TITLE: Vice President

ATTEST:

Lisa E. Peerman
Lisa E. Peerman
Assistant Secretary

THE UNDERSIGNED, Vice President of Transceiver United, 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.

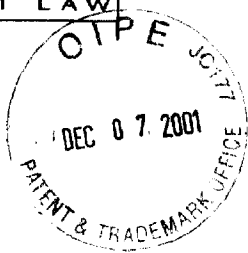
Michael W. Sheridan
Michael W. Sheridan

THE UNDERSIGNED, Vice 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.



Michael W. Sheridan

December 7, 2001



FILE: 01485.0062.000000

Commissioner of Patents & Trademarks
BOX: ASSIGNMENTS / FEE
Washington, DC 20231

Re: *Request for Recordation of Merger Document for
U.S. Reg. No. 1,000,368 for the mark TRANSCEIVER & Design
For Transceiver United, Inc. Merging into Comdata Network, Inc.*

Dear Sir:

We enclose for recordation by the U.S. Patent and Trademark Office (PTO) the following documents regarding the assignment of U.S. Registration No. 1,000,368 for the mark TRANSCEIVER & Design as part of a merger:

1. Transmittal Letter (in duplicate);
2. Recordation Form Cover Sheet (Form PTO-1594);
3. One (1) Exhibit;
4. Check No. 4485 in the amount of \$ 40.00; and
5. A postcard to evidence receipt of the above items.

Please record the enclosed merger documents in order to bring the recorded title ownership of this trademark registration into the name of Comdata Network, Inc.

Additionally, we request that the attached postcard 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 01485.0062.000000/TAL.

We enclose a duplicate copy of this letter for billing purposes, if necessary.

Please call if there are any questions.

Respectfully submitted,

Trina A. Longo
Trina A. Longo

Enclosures

cc: Carla C. Calcagno, Esq. (w/o enclosures)