

State of Idaho

Department of State

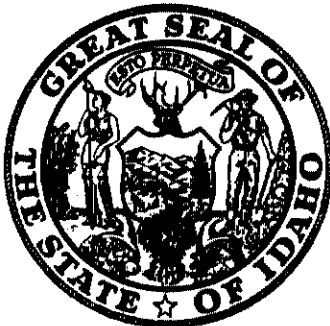
CERTIFICATE OF AUTHORITY OF

COMDATA NETWORK, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMDATA NETWORK, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to COMDATA NETWORK, INC. to transact business in this State under the name COMDATA NETWORK, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 13, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Comdata Network, Inc.

2. The name which it shall use in Idaho is same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Maryland

4. The date of its incorporation is July 17, 1969 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is none.

6. The address to which correspondence should be addressed, if different from that in item 5.

5301 Maryland Way, Brentwood, Tennessee 37027

7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To establish and maintain a centralized computer network for the transmission of money and to take all actions necessary or desirable to carry on the business thereof.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Edward A. Barbieri	President & COO*	5301 Maryland Way, Brentwood, TN 37027
Dennis R. Hanson	Exec. VP & CFO*	5301 Maryland Way, Brentwood, TN 37027
Peter D. Voysey	VP, Gen. Counsel & Secretary	5301 Maryland Way, Brentwood, TN 37027
Michael W. Sheridan	Asst. Secretary	5301 Maryland Way, Brentwood, TN 37027
Bruce K. Anderson	Director	One World Financial Ctr., New York, NY 10281
Patrick J. Welsh	Director	One World Financial Ctr., New York, NY 10281

*Also serves on the Board of Directors of Comdata Network, Inc.

(continued on reverse)

Name	Office	Address
George L. McTavish	Chairman & CEO	5301 Maryland Way, Brentwood, TN 37027
Dana J. O'Brien	Director	717 Fifth Ave., New York, NY 10022
Louis P. Buglioli	Director	3030 Rocky Pt., Dr., W., Tampa, FL 33607
Stephen E. Raviile	Director	945 East Paces Ferry Rd., Atlanta, GA 30326

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 6, 1992

Comdata Network, Inc.

(Corporation Name)

By


Its ~~President~~ Vice President (please specify)

and

Michael W. Sheridan
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF TENNESSEE)

COUNTY OF WILLIAMSON) ss:

I, Beth R. Allen, a notary public, do hereby certify that on this 6th day of July, 19 92, personally appeared before me Peter D. Voysey, who being by me first duly sworn, declared that (s)he is the Vice President, General Counsel and Secretary of Comdata Network, Inc.

that (s)he signed the foregoing document as Vice President, General Counsel and Secretary of the corporation and that the statements therein contained are true.

Notary Public

STATE OF MARYLAND

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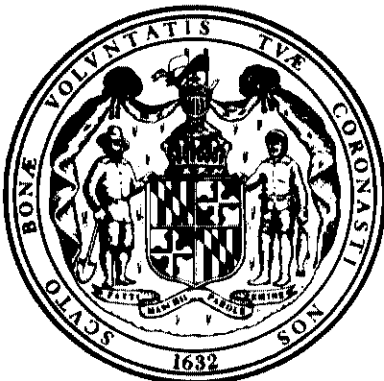
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DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT COMDATA NETWORK, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 30TH DAY OF JUNE, 1992.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II