

State of Idaho

Department of State

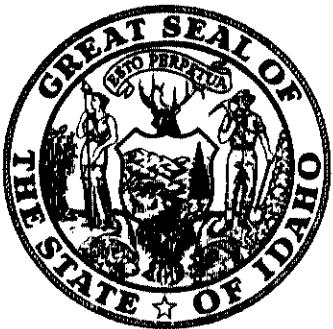
CERTIFICATE OF AUTHORITY OF

GASCARD, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GASCARD, 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 GASCARD, INC. to transact business in this State under the name GASCARD, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 5, 1993



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) RECEIVED
SEC. OF STATE

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 GASCARD, Inc.
2. The name which it shall use in Idaho is GASCARD, Inc.
- (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 the state of Delaware
4. The date of its incorporation is the 8th day of December 1986 and the period of its duration, if other than perpetual, is perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2720 Loker Avenue West, Suite G, Carlsbad, CA 92008-6605.
6. The address to which correspondence should be addressed, if different than item 5, is
7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, ID 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 is proposed to pursue in the transaction of business in Idaho are: Computerized fuel purchase transaction processing and management services.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDaho SECRETARY OF STATE
19930805 0900 11063 2
CK #: 13202 CUST# 1
CDP 10 100.00- 100.00

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

Name	Office	Address
<u>Lindsay B. Holland</u>	<u>President/CEO</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>R. Keith Moore</u>	<u>Vice Chairman</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>Cole W. Workman</u>	<u>Secretary/Treas.</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>Larry Bull</u>	<u>Director</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>Stephen Draizin</u>	<u>Director</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>J. Walker Holland</u>	<u>Director</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>L. Stewart Spinks</u>	<u>Director</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>
<u>J.L. Davis</u>	<u>Director</u>	<u>2720 Loker Ave. W, Ste. G, Carlsbad, CA</u>

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 28, 1993

GASCARD, Inc.

(Corporation name)

By

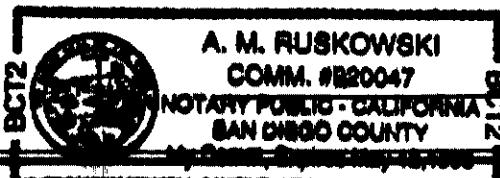
the Product Name (please specify)

and

Its Secretary/Assistant Secretary (please specify)

I, A.M. Ruskowski, a notary public, do hereby certify that on this 28th day of July, 19 93, personally appeared before me Lindsay B. Holland, who being by me first duly sworn, declared that (s)he is the President of CASCARD, Inc.

that (s)he signed the foregoing documents as President _____ of the corporation and that the statements therein contained are true.



A. M. Fashowksi
Notary Public

State of Delaware
Office of the Secretary of State

PAGE 1

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SEC. OF STATE
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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY GASCARD, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



William T. Quillen
William T. Quillen, Secretary of State

AUTHENTICATION# 3990513

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DATE: 07/26/1993