

CORPORATE  
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INC.

P12116

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*Merger*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERNATIONAL AUTOMATED ENERGY SYSTEMS, INC., a Florida  
corporation, 679522

into

**COMDATA NETWORK, INC.**, a Maryland entity P12116

File date: December 29, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
INTERNATIONAL AUTOMATED ENERGY SYSTEMS, INC.  
(a Florida corporation)  
INTO  
COMDATA NETWORK, INC.  
(a Maryland corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to the provisions of the Florida Business Corporation Act, § 607.1105, F.S., the undersigned corporations submit the following Articles of Merger for the purpose of merging into a single corporation, such that COMDATA NETWORK, INC., shall be the surviving corporation.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Comdata Network, Inc.	Maryland

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
International Automated Energy Systems, Inc.	Florida

THIRD: The Plan of Merger is attached and incorporated herein by reference.

FOURTH: The Merger shall become effective on December 29, 2000.

FIFTH: The Plan of Merger was adopted by the Board of Directors of Comdata Network, Inc., (the surviving corporation), on December 28, 2000.

SIXTH: The Plan of Merger was adopted by the Board of Directors of International Automated Energy Systems, Inc. (the merging corporation) and the Sole Shareholder on December 28, 2000.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed this the 28th day of December, 2000.

INTERNATIONAL AUTOMATED ENERGY  
SYSTEMS, INC.

By: Lisa E. Peerman  
Title: Vice President

COMDATA NETWORK, INC.

By: Lisa E. Peerman  
Title: Vice President

## **PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger is dated this 28th day of December, 2000, by and between Comdata Network, Inc., a Maryland corporation (the "Surviving Corporation") and International Automated Energy Systems, Inc., a Florida 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 International Automated Energy Systems, Inc., a Florida 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 Florida 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 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: Lisa E. Peerman

Title: Vice President

**INTERNATIONAL AUTOMATED ENERGY  
SYSTEMS, INC.**

By: Lisa E. Peerman

Title: Vice President