



**SCHEDULE**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
NATIONAL CARD CONTROL	1,454,603	08/25/87
24 HOUR TRAVEL CENTER and Design	1,482,716	03/29/88
NCCI and Design	1,501,584	08/23/88
NCCI	1,502,446	08/30/88
PURCHASE REPLACEMENT	1,691,012	06/02/92
BUYER'S APPRECIATION	1,702,103	07/21/92
PURCHASE GUARD	1,714,114	09/08/92
BUYER'S APPRECIATION	1,887,458	04/04/95
24 HOUR TRAVEL CENTER	1,915,479	08/29/95

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NATIONAL CARD CONTROL, INC.", A VIRGINIA CORPORATION,  
WITH AND INTO "CUC ACQUISITIONS III INC." UNDER THE NAME OF  
"NATIONAL CARD CONTROL, INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 1988, AT  
2 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2103406 8100M

981223414

AUTHENTICATION: 9151508

DATE: 06-22-98  
TRADEMARK

REEL: 1772 FRAME: 0791

888005082

CERTIFICATE OF MERGER  
OF  
NATIONAL CARD CONTROL, INC.  
INTO  
CUC ACQUISITIONS III INC.

FILED

JAN 5 1988

2 PM

*Michael H. Hulse*  
SECRETARY OF STATE

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The undersigned corporation organized and existing under any  
by virtue of the Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of  
the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
CUC Acquisitions III Inc.	Delaware
National Card Control, Inc.	Virginia

SECOND: That an Agreement of Merger between the parties to  
the merger has been approved, adopted, certified, executed and  
acknowledged by each of the constituent corporations in  
accordance with the requirements of subsection (c) of Section 252  
of the Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the  
merger is CUC Acquisitions III Inc., which shall herewith be

changed to National Card Control, Inc., a Delaware corporation.

FOURTH: That the amendments to the Restated Certificate of Incorporation of CUC Acquisitions III Inc., a Delaware corporation, which is the surviving corporation, which are to be effected by the Merger are as follows:

Article 1 shall read:

The name of the corporation is: National Card  
Control, Inc.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is Cardwell Center, 1700 Cardwell Road, Crozier, Virginia 23039.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of National Card Control, Inc. consists of 200,000 shares of Common Stock, \$1.00 par value.

Dated: January 5, 1988

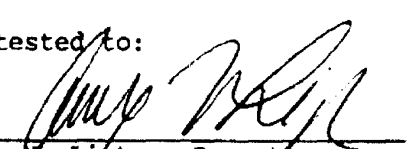
CUC ACQUISITIONS III INC.

(Name of surviving corporation)

By: 

Stuart L. Bell

Attested to:

  
Amy M. Lipton, Secretary  
and General Counsel