



02-08-2000

D

FORM (Rev. E) 12-27-1999 U.S. Patent & TMOfc/TM Mail Rcpt Dt. #47

RECORDATIC MMD 12-27-99 TRA

Barcode 101261276

S. DEPARTMENT OF COMMERCE Patent and Trademark Office .ity Docket No. 33317.166862

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

1. Name of conveying party(ies): RaceTrac Petroleum, Inc.
3. Nature of conveyance: Merger
Execution Date: June 30, 1986

2. Name and address of receiving party(ies) Name: RaceTrac Petroleum of Georgia, Inc.
Internal Address:
Street Address: 300 Technology Court
City: Smyrna State: GA Zip: 30082
Additional names(s) of conveying party(ies) attached: Yes No
Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,062,934
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Joan L. Dillon
Internal Address: Kilpatrick Stockton, LLP
Street Address: Suite 2800 1100 Peachtree Street
City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
8. Deposit account number:
Enclosed
Authorized to be charged to deposit account

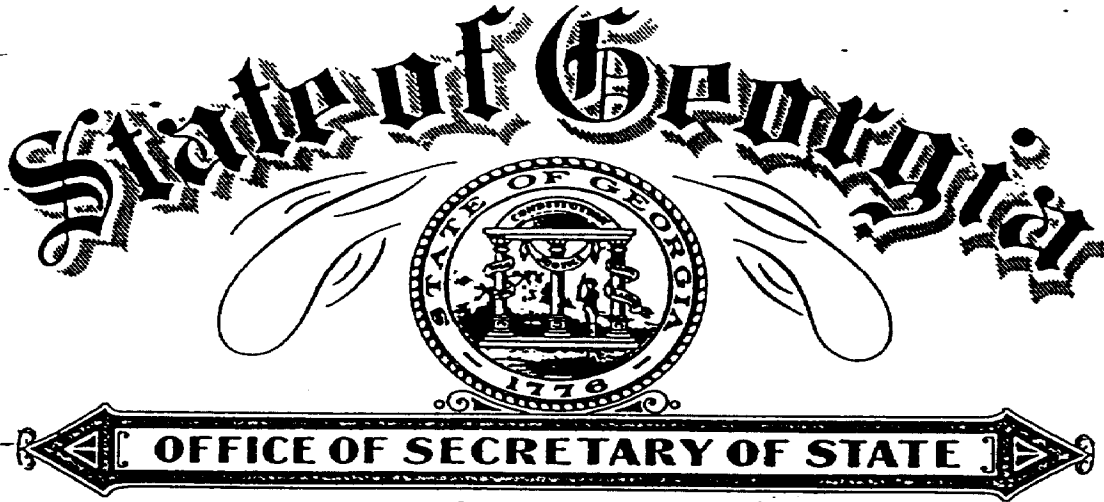
DO NOT USE THIS SPACE

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.
Joan L. Dillon
Name of Person Signing
Signature
Total number of pages including cover sheet, attachments, and documents: 1

Date: 12/20/99

02/04/2000 16:29:34 40.00 01 FC:461

DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"RACETRAC PETROLEUM, INC.", a corporation of the State of Delaware, will be duly merged under the laws of the State of Georgia pursuant to articles of merger filed in the office of the Secretary of State on the 30th day of June, 1986, into "RACETRAC PETROLEUM OF GEORGIA, INC.", a corporation of the State of Georgia, the resulting corporation, and said corporation will change its name to "RACETRAC PETROLEUM, INC.", all effective as of 5:00 p.m. Eastern Daylight Time on the 30th day of June, 1986, and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 30th day of June in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

SECRETARY OF STATE
CORPORATION COMMISSIONER

TRADEMARK

| REEL: 002018 FRAME: 0123

ARTICLES OF MERGER

OF

RACETRAC PETROLEUM, INC.
a Delaware corporation

INTO

RACETRAC PETROLEUM OF GEORGIA, INC.
a Georgia corporation

Pursuant to the provisions of Article 10 of the Georgia Business Corporation Code, RACETRAC PETROLEUM, INC., a corporation organized and existing under the laws of the State of Delaware ("Racetrac/Del"), and RACETRAC PETROLEUM OF GEORGIA, INC., a corporation organized and existing under the laws of the State of Georgia ("Racetrac/GA"), hereby execute the following Articles of Merger:

1.

The Plan and Agreement of Merger, providing for the merger of Racetrac/Del into and with Racetrac/GA ("Merger"), is set forth as Appendix A to these Articles of Merger. A majority vote of the directors of Racetrac/Del and Racetrac/GA was required to adopt the Plan and Agreement of Merger. The Plan and Agreement of Merger was duly approved and adopted by unanimous written consent action of the Board of Directors of Racetrac/Del on June 30, 1986, and by unanimous written consent action of the Board of Directors of Racetrac/GA on June 30, 1986.

86 047 146 0001

2.

Racetrac/GA shall be the surviving corporation resulting from the Merger, and shall continue to exist and be governed by the laws of the State of Georgia. Simultaneous with the filing of these Articles of Merger with the Secretary of State of Georgia and as part of the Plan and Agreement of Merger, Racetrac/GA shall request a change of its corporate name to "Racetrac Petroleum, Inc."

3.

The laws of the State of Delaware, the jurisdiction under which Racetrac/Del is organized, permit the Merger under substantially the same terms and conditions as set forth in Section 14-2-212 of the Georgia Business Corporation Code.

4.

The Plan and Agreement of Merger was adopted by the sole shareholder of Racetrac/GA by unanimous written consent action on June 30, 1986. The Plan and Agreement of Merger was adopted by unanimous written consent of all the shareholders of Racetrac/Del on June 30, 1986.

5.

The Merger shall be effective as of 5:00 p.m. Eastern Daylight Time on the 30th day of June, 1986.

6.

The merger described herein is intended to be a non-taxable reorganization within the meaning of Section 368(a)(1)(F) of the

86 047 146 0002 -2-

35177

Internal Revenue Code of 1954, as amended, and these articles of merger shall represent and be a plan of reorganization of Racetrac/Del and Racetrac/GA.

7.

All provisions of the laws of the States of Georgia and Delaware applicable to the Merger have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its corporate name by its President and attested by its Secretary as of the 30th day of June, 1986.

RACETRAC PETROLEUM, INC.

By: Carl Bolch, Jr.
Carl Bolch, Jr., President

ATTEST:

Susan Bass Bolch
Susan Bass Bolch, Secretary

[CORPORATE SEAL]

RACETRAC PETROLEUM OF GEORGIA, INC.

By: Carl Bolch, Jr.
Carl Bolch, Jr., President

ATTEST:

Susan Bass Bolch
Susan Bass Bolch,
Secretary

[CORPORATE SEAL]

RECEIVED
JUN 30 PM 1:19
SECRETARY'S OFFICE
RACETRAC PETROLEUM OF GEORGIA, INC.

86 047 146 0003³⁻

35177

APPENDIX A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan and Agreement of Merger") is entered into this 30th day of June, 1986, by and between RACETRAC PETROLEUM OF GEORGIA, INC., a corporation organized and existing under the laws of the State of Georgia ("Racetrac/GA") and RACETRAC PETROLEUM, INC., a corporation organized and existing under the laws of the State of Delaware ("Racetrac/Del").

PREMISES

The Board of Directors of Racetrac/GA and Racetrac/Del have each determined that it is in the best interest of their respective corporations if Racetrac/Del is merged into and with Racetrac/GA pursuant to the provisions of the Georgia Business Corporation Code and the Delaware General Corporation Law and if the shares of the one cent (\$0.01) par value common stock of Racetrac/Del (the "Racetrac/Del Stock") are converted into shares of the one cent (\$0.01) par value common stock of Racetrac/GA (the "Racetrac/GA Stock").

86 047 146 0004

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger. Racetrac/Del shall be merged into and with Racetrac/GA pursuant to Section 14-2-217 of the Georgia Business Corporation Code and Section 252 of the Delaware General Corporation Law (the "Merger"). Racetrac/GA shall be the surviving corporation (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Georgia. Simultaneously with the filing of the Articles of Merger with the Secretary of State of Georgia and as part of this Plan and Agreement of Merger, Racetrac/GA shall request a change of its corporate name to "Racetrac Petroleum, Inc." The separate corporate existence of Racetrac/Del shall cease on the effective date of the Merger.

2. Effective Date of Merger. The Merger shall become effective on the date and at the time specified in the Articles of Merger to be executed by Racetrac/GA and Racetrac/Del and filed with the Secretary of State of Georgia, as provided in Section 14-2-216 of the Georgia Business Corporation Code, and the Certificate of Merger to be executed by Racetrac/GA and Racetrac/Del and filed with the Secretary of State of Delaware as provided in Section 103 of the Delaware General Corporation Law (the "Effective Date").

3. Articles of Incorporation. The Articles of Incorporation of Racetrac/GA shall continue in full force and effect following the Effective Date as the Articles of Incorporation of the Surviving Corporation until otherwise amended or repealed as provided by law or by such Articles of Incorporation.

4. Bylaws. The Bylaws of Racetrac/GA, as in effect on the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation until amended or repealed as provided by law or such Bylaws.

5. Directors of Surviving Corporation. The directors of the Surviving Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Carl Bolch, Jr.	4755 Northside Drive, N.W. Atlanta, Georgia 30327
Susan Bass Bolch	4755 Northside Drive, N.W. Atlanta, Georgia 30327
Max V. Lenker	2625 Cumberland Parkway, N.W. Suite 100 Atlanta, Georgia 30339

6. Conversion of Shares. The manner and basis of converting the shares of Racetrac/Del Stock into shares of Racetrac/GA Stock shall be as follows:

(a) For each share of Racetrac/Del Stock issued and outstanding on the Effective Date, there shall be exchanged (and each shareholder shall receive) 324 shares of Racetrac/GA Stock.

(b) Any and all shares of Racetrac/Del Stock held as treasury stock by Racetrac/Del shall be deemed to be cancelled or retired and no consideration shall be issued in exchange therefor.

(c) As soon as practicable after the Effective Date, the holder of shares of Racetrac/Del Stock issued and outstanding on the Effective Date (other than treasury shares) shall surrender the certificate or certificates representing such shares to the exchange agent selected by Racetrac/GA and shall receive in exchange therefor a certificate or certificates representing the number of whole shares of Racetrac/GA Stock into which such shares of Racetrac/Del Stock have been converted and exchanged as set forth above. After the Effective Date each outstanding certificate that represented shares of Racetrac/Del Stock immediately prior to the Effective Date shall be deemed for all corporate purposes to evidence the ownership of shares of Racetrac/GA Stock into which such shares of Racetrac/Del have been converted.

(d) The forty-six (46) shares of Racetrac/GA Stock outstanding prior to the Effective Date shall be redeemed as of the Effective Date.

(e) All of the shares of Racetrac/GA Stock when issued pursuant to the provisions of this Plan and Agreement of Merger shall be validly issued and fully paid and non-assessable under the Georgia Business Corporation Code.

7. Effect of Merger. From and after the Effective Date, the Surviving Corporation shall succeed to all of the rights and property and all of the liabilities and obligations of Racetrac/Del as provided by Section 14-2-216 of the Georgia Business Corporation Code and Section 259 of the Delaware General Corporation Law.

8. Principal Office. The Principal Office of the Surviving Corporation is located at 2625 Cumberland Parkway, N.W., Suite 100, Atlanta, Georgia 30339. The Surviving Corporation will not maintain a business office in Delaware, nor will it be licensed to transact business in Delaware.

9. Shareholder Approval. This Plan and Agreement of Merger has been submitted to the shareholders of Racetrac/Del for their approval as required by Section 252(e) and Section 251(c) of the Delaware General Corporation Law and to the sole shareholder of Racetrac/GA for his approval as required by Section 14-2-212 of the Georgia Business Corporation Code.

10. Modification of Plan and Agreement of Merger. This Plan and Agreement of Merger may be amended or supplemented in any manner at any time and from time to time prior to the Effective Date by the mutual consent of the Boards of Directors of Racetrac/Del and Racetrac/GA.

11. Termination of Plan and Agreement of Merger. This Plan and Agreement of Merger may be terminated or abandoned at any

time prior to the Effective Date as the parties may from time to time agree.

12. Intention of Parties. The merger described herein is intended to be a non-taxable reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1954, as amended, and these articles of merger shall represent and be a plan of reorganization of Racetrac/Del and Racetrac/GA.


IN WITNESS WHEREOF, Racetrac Petroleum of Georgia, Inc., a Georgia corporation and Racetrac Petroleum, Inc., a Delaware Corporation have caused this Plan and Agreement of Merger to be duly executed under seal as of the date first above written.

ATTEST:


Susan Bass Bolch,
Secretary

[CORPORATE SEAL]

RACETRAC PETROLEUM OF GEORGIA, INC.

By: 
Carl Bolch, Jr.,
President

ATTEST:


Susan Bass Bolch, Secretary

[CORPORATE SEAL]

RACETRAC PETROLEUM, INC.

By: 
Carl Bolch, Jr., President

RECEIVED
JUN 30 PM 1:19
SECRETARY'S OFFICE
COMMISSIONER OF REVENUE

6000 494 047 98