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FORM PTO-1595 (modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FOR TRADEMAR



DEPARTMENT OF COMMERCE
Patent and Trademark Office

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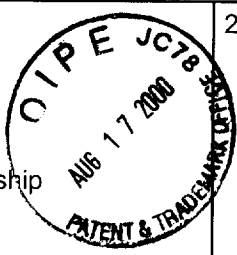
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To the Honorable Assistant Secretary and Commissioner of Patents copy(ies) thereof.

1. Name of conveying party(ies):
Fleet Management Services, Inc.

Individual Association
General Partnership Limited Partnership
X Corporation - State - Delaware
Other

Additional name(s) of conveying party(ies) attached? NO



2. Name and address of receiving party(ies):
Name: Grid Data, Inc.
Internal Address:
Street Address: 7408 W. Detroit St., Suite 100
City: Chandler State: AZ ZIP: 85226

Individual(s) citizenship
Association Corporation
General Partnership Other
Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached?

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other

Execution Date: February 10, 2000

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/912,114
75/743,498

B. Trademark Registration No.(s)

Additional numbers attached? NO

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: BLANK ROME COMISKY & McCAULEY LLP
Internal Address: Attn: Michael D. White
Street Address: 900 17th Street, N.W., Suite 1000
City: Washington, State: DC ZIP: 20006

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. § 3.41). \$65.00

Enclosed Check No. _____
 Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency or to credit any overpayment associated with this communication to Deposit Account No. 23-2185.

8. Deposit account number: 23-2185
(Attach duplicate copy of this page if paying by deposit account)

10/04/2000 6T0N11 00000175 232185 75912114

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

Michael D. White, Reg. No. 32,795 Michael D. White August 16, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002151 FRAME: 0679

Office of the Secretary of State

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 AMENDMENT OF "FLEET MANAGEMENT SERVICES, INC.", CHANGING ITS NAME FROM "FLEET MANAGEMENT SERVICES, INC." TO "GRID DATA, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

02-16-00


**Minutes of Special Meeting of Shareholders
February 10, 2000**

A special meeting of the shareholders of Fleet Management Services, Inc. was held at 9:00 a.m. MST on Thursday, February 10, 2000 at the Company's headquarters at 7408 West Detroit Street, Suite 100, Chandler, Arizona 85226. Notice of the meeting was sent to the shareholders of record on January 21, 2000 in accordance with the provisions of the Company's By-Laws. The total number of shares represented at the meeting was 8,983,646 out of a total number of shares entitled to vote of 9,245,607, constituting a quorum for the transaction of business.

Rich Rudow, President of the Company, acted as chairman of the meeting. Karen McConnell, Corporate Secretary, recorded the minutes. A quorum of shareholders being present and the meeting having been duly called, Mr. Rudow announced that the meeting would proceed with the transaction of business.

The sole item of business was a proposal to amend the Certificate of Incorporation to change the name of the Company to Grid Data, Inc. A motion adopting the proposal was made and duly seconded. Mr. Rudow opened the floor to shareholder discussion of the proposals. There being no discussion, Mr. Rudow announced the results of the voting as set forth in Exhibit A to these minutes.

Thereafter, there being no further business to come before the meeting, the same was, upon motion duly made, seconded and unanimously carried, adjourned.



Rich Rudow, President

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FLEET MANAGEMENT SERVICES, INC.

Fleet Management Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of Fleet Management Services, Inc. was filed with the Secretary of State of Delaware on April 30, 1998 and was amended on January 12, 1999, March 29, 1999 and March 31, 1999.

SECOND: Article ONE of the Amended and Restated Certificate of Incorporation of Fleet Management Services, Inc. shall be deleted and following Article ONE shall be inserted in place thereof:

"ONE. The name of the corporation is "GRID DATA, INC.""

THIRD: The amendment to the Amended and Restated Certificate of Incorporation of Fleet Management Services, Inc. was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Fleet Management Services, Inc. has caused this Certificate to be signed by Rich Rudow, its President and Chief Executive, this 10th day of February, 2000.

Fleet Management Services, Inc.,
a Delaware corporation

By: [Signature]
Its: President

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