

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM319416

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|---|-----------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| SEQUENCE: | 3 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Fleetman, Inc. | | 12/29/2001 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Fleetcor Technologies, Inc. | | |
| Street Address: | 655 ENGINEERING DRIVE | | |
| Internal Address: | Suite 300 | | |
| City: | Norcross | | |
| State/Country: | GEORGIA | | |
| Postal Code: | 30092 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2540691 | FLEET NET | |
| Registration Number: | 1364841 | FLEETCARD | |
| Registration Number: | 1363666 | FUELMAN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8134727570 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 813-472-7550 | | |
| Email: | eric.pellenbarg@phelps.com | | |
| Correspondent Name: | Eric R. Pellenbarg | | |
| Address Line 1: | 100 S. Ashley Dr. | | |
| Address Line 2: | Suite 1900 | | |
| Address Line 4: | Tampa, FLORIDA 33602 | | |
| ATTORNEY DOCKET NUMBER: | 03061-0049 | | |
| NAME OF SUBMITTER: | Eric Pellenbarg | | |
| SIGNATURE: | /Eric Pellenbarg/ | | |
| DATE SIGNED: | 10/08/2014 | | |
| Total Attachments: 3 | | | |

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Delaware

PAGE 1

The First State

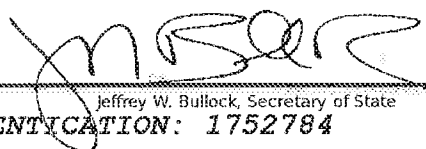
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FLEETMAN, INC.", CHANGING ITS NAME FROM "FLEETMAN, INC." TO "FLEETCOR TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 12 O'CLOCK P.M.

2854298 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1752784

DATE: 10-03-14

TRADEMARK
REEL: 005377 FRAME: 0326

**CERTIFICATE OF SECOND AMENDMENT
TO SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
CHANGING CORPORATE NAME FROM FLEETMAN, INC. TO
FLEETCOR TECHNOLOGIES, INC. AND
CHANGING NUMBER OF AUTHORIZED SHARES**

Fleetman, Inc. (the "Corporation"), a corporation organized and existing under the laws of the state of Delaware, hereby certifies as follows:

1. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Second Amendment to Amended and Restated Certificate of Incorporation amends certain provisions of the Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on February 9, 1998. Said Amended and Restated Certificate of Incorporation was amended by Certificate of Amendment filed with the Delaware Secretary of State on October 15, 1999. Said certificate was further amended and restated by Second Amended and Restated Certificate of Incorporation, filed with the Delaware Secretary of State on November 24, 1999. Said certificate was further amended by Certificate of First Amendment to Second Amended and Restated Certificate of Incorporation, filed with the Delaware Secretary of State on August 8, 2000. As amended, said certificate shall be referred to herein as the "Second Amended and Restated Certificate of Incorporation." This Second Amendment to Second Amended and Restated Certificate of Incorporation has been duly adopted by the directors of the Corporation with the approval of its stockholders.

2. The following provisions of the Second Amended and Restated Certificate of Incorporation are hereby amended as follows:

Article ONE of the Corporation's Second Amended and Restated Certificate of Incorporation is hereby amended to read as follows:

"ONE: The name of the corporation is FLEETCOR TECHNOLOGIES, INC."

All references to "Fleetman, Inc." in the Second Amended and Restated Certificate of Incorporation shall hereafter be deemed to be references to "FLEETCOR TECHNOLOGIES, INC."

Article FOUR of the Corporation's Second Amended and Restated Certificate of Incorporation is hereby amended to read as follows:

"FOUR: The aggregate number of shares which the corporation shall have authority to issue is 12,372,003, consisting of

(i) 9,000,000 shares of Common Stock, \$.001 par value per share (the "Common Stock"),

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(ii) 8,574 shares of Series A Convertible Preferred Stock, \$0.001 par value per share (the "Series A Preferred Stock"),

(iii) 1,250,000 shares of Series B Convertible Preferred Stock, \$0.001 par value per share (the "Series B Preferred Stock"), and

(iv) 2,113,429 shares of Series C Convertible Preferred Stock, \$0.001 par value per share (the "Series C Preferred Stock", together with the Series A Preferred Stock and Series B Preferred Stock, the "Preferred Stock")."

The remainder of Articles ONE and FOUR and all other provisions in the Second Amended and Restated Certificate of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, this Certificate of Second Amendment to Amended and Restated Certificate of Incorporation has been signed and acknowledged under the seal of the Corporation this 29th day of DECEMBER, 2001.

FLEETMAN, INC.

By: 

Name: Daniel J. Mosen
Title: Chief Financial Officer

Acknowledged:


Annwood Reedy,
Assistant Secretary

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