

**AMENDMENT 1
STATE OF FLORIDA DEPARTMENT OF MANAGEMENT SERVICES
STATE TERM CONTRACT NUMBER: 973-163-10-1
FUEL CARD SERVICES**

NAME CHANGE AGREEMENT

This Amendment 1 of the above-referenced state term contract ("Contract"), effective on the date last signed, is between WEX Bank, having its principal office at 7090 South Union Park Center, Suite 350, Midvale, UT 84047, and the State of Florida Department of Management Services ("Department"), having its principal office at 4050 Esplanade Way, Tallahassee, Florida 32399 (collectively, the "Parties").

RECITALS

- I. Wright Express Financial Services Corporation, and the Department, on August 5, 2010, executed the Contract; and
- II. Pursuant to Articles of Amendment to the Articles of Incorporation of Wright Express Financial Services Corporation (*Exhibit A*), on or about October 24, 2012, Wright Express Financial Services Corporation, changed its name to WEX Bank; and on December 31, 2012, the Florida Department of State certified the name change (*Exhibit B*); and
- III. WEX Bank, formerly Wright Express Financial Services Corporation, retains and will perform all contractual responsibilities;

NOW THEREFORE, for the mutual covenants contained herein, the Parties agree as follows:

- 1.0 The Department and WEX Bank, hereby agree that WEX Bank, shall provide the goods and services as awarded to Wright Express Financial Services Corporation, in the Contract, and shall enjoy all of the rights and benefits granted under the Contract, which duties and functions and rights and benefits are specifically incorporated herein by reference.
- 2.0 The Department and WEX Bank, hereby agree that payments which would have gone to Wright Express Financial Services Corporation, under the Contract shall be paid to WEX Bank, in accordance with the terms and conditions of the Contract.
- 3.0 The Parties hereto specifically acknowledge and agree that a new contractual relationship is hereby entered into by and between the Department and WEX Bank.
- 4.0 All terms of the Contract not modified by this Amendment 1 shall remain in full force and effect.
- 5.0 Each person signing this Amendment 1 warrants that he or she is duly authorized to do so and to bind the respective party.

SO AGREED:

State of Florida
Department of Management Services

Contractor
WEX Bank, formerly, Wright Express
Financial Services Corporation

By: Rosalyn Ingram

By: Kirk S. Weiler

Name: Rosalyn Ingram

Name: Kirk S. Weiler

Title: Director, State Purchasing

Title: President/CEO

Date: 5/26/15

Date: 5/26/15

APPROVED
By HBrilhante at 2:56 pm, May 26, 2015

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK OTHER THAN THE FOOTER INFORMATION.



WEX Inc.
97 Darling Avenue
South Portland, ME 04106

October 31, 2012

TO WHOM IT MAY CONCERN:

This letter will confirm that Wright Express Corporation and its wholly owned subsidiary, Wright Express Financial Services Corporation changed their corporate names effective October 25, 2012.

Wright Express Corporation is now known as WEX Inc. Wright Express Financial Services Corporation is now known as WEX Bank.

These changes were only name changes and there have been no changes to either company's corporate structure or tax identification numbers.

If you have further questions, please do not hesitate to contact your account representative.

Sincerely,

A handwritten signature in cursive script that reads "Ann A. Randall".

Ann A. Randall
Legal Director, Americas



STATE OF UTAH

Gary R. Herbert
Governor
Greg Bell
Lieutenant Governor

DEPARTMENT OF FINANCIAL INSTITUTIONS

G. Edward Leary
Commissioner
Michael L. Jones
Chief Examiner
R. Paul Allred
Deputy Commissioner

RECEIVED
OCT 24 2012
Utah Div. Of Corp. & Comm. Code

MEMORANDUM OF NO OBJECTION TO THE USE OF BUSINESS NAME

To: Utah Department of Commerce, Division of Corporations and Commercial Code
From: Department of Financial Institutions
Re: Use of Business Name

After considering the restrictions on the use of certain terms reserved for financial institutions, as set forth in Section 7-1-701 of the Utah Code, the Department of Financial Institutions has no objection to the use of the following name as a business name in this state by WEX Bank:

WEX Bank

(complete business name of entity to be filled out in ink)

This MEMORANDUM OF NO OBJECTION is not an endorsement of the validity of the entity applying to use this name, nor is it an authorization to engage in any activity. The applicant in all cases must comply with all applicable law, including the laws of this state regarding taxes, securities, and occupational licensure. This document is merely a statement that this department has no objection to the use of the above business name.

DATED this 24th day of October, 2012.

Darryle F. Rude
Supervisor of Industrial Banks

10-24-12P03:53 RCVD

APPROVED AS TO FORM:
OCTOBER 24, 2012

DEPARTMENT OF FINANCIAL INSTITUTIONS

**AMENDED ARTICLES OF INCORPORATION OF
WRIGHT EXPRESS FINANCIAL SERVICES CORPORATION**

RECEIVED
OCT 24 2012
Utah Div. Of Corp. & Comm. Code

On October 18, 2012, the sole shareholder of the corporation, Wright Express Corp., pursuant to a CONSENT TO ACTION OF THE SHAREHOLDER OF WRIGHT EXPRESS FINANCIAL SERVICES CORPORATION WITHOUT A MEETING, and as preceded by the unanimous written consent of all directors of the corporation approving this amendment and recommending to the shareholder that it approve the amendment, voted all outstanding shares of Wright Express Financial Services Corporation to adopt the following amendment to the Articles of Incorporation of the corporation, to replace the preceding Article of the same number, but retaining all other Articles in the corporation's Articles of Incorporation without amendment:

ARTICLE I

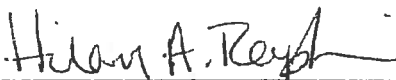
NAME

The name of the corporation is **WEX Bank**.

Secretary's Certificate

I, Hilary A. Rapkin, do hereby certify that I am the duly elected, qualified and acting Secretary of Wright Express Financial Services Corporation, a Utah corporation, and as such, I am familiar with the corporate records. I do hereby further certify that the foregoing Amended Articles of Incorporation was approved and adopted by a unanimous vote of 1,000 shares of corporation (no shares voted in opposition), which constitutes all issued and outstanding shares of the corporation by written consent signed by the sole shareholder on October 18, 2012.

IN WITNESS WHEREOF, I have hereunto signed my name on this 18th day of October, 2012.


Hilary A. Rapkin, Secretary

10-24-12P03:53 RCVD

Date: 10/24/2012
Receipt Number: 4080716
Amount Paid: \$37.00

F08000003592

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000306177 3))



H120003061773ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
 Account Number : 12000000195
 Phone : (850) 521-0821
 Fax Number : (850) 558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
12 DEC 31 AM 8:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WRIGHT EXPRESS FINANCIAL SERVICES CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

FILED
2012 DEC 31 PM 1:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

Handwritten signature and date: 12/31/12

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000003592

(Document number of corporation (if known))

1. WRIGHT EXPRESS FINANCIAL SERVICES CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. UTAH

(Incorporated under laws of)

3. 08/14/2008

(Date authorized to do business in Florida)

FILED
2012 DEC 31 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 24, 2012

5. WEX BANK

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Hilary A. Baker
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Hilary A. Baker
(Typed or printed name of person signing)

Secretary
(Title of person signing)



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1367904-0142
Business Name: WEX BANK
Registered Date: JULY 29, 1997

December 19, 2012

CERTIFICATE OF NAME CHANGE

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT AN AMENDMENT TO THE ARTICLES WAS SUBMITTED BY

WRIGHT EXPRESS FINANCIAL SERVICES CORPORATION

FOR APPROVAL AND FILING BY THIS OFFICE ON OCTOBER 24, 2012, AND THAT THE BUSINESS NAME IS CHANGED THEREBY TO

WEX BANK

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601