

SCHEDULE "A"

MARK	REGISTRATION NO.	REGISTERED
UNITED CAROLINA BANCSHARES & Design	1,189,544	February 9, 1982
BUSINESSENSE	1,776,737	June 15, 1993
EASYIMAGE	1,799,646	October 19, 1993
BUYLINE	1,801,086	October 26, 1993
DIAMOND PLUS	1,804,772	November 16, 1993
UCB	1,814,050	December 28, 1993
MARKET LEADER	1,816,522	January 11, 1994
UNITED CAROLINA BANK	1,819,190	February 1, 1994
GOAL SAVINGS	1,834,889	May 3, 1994
EASY AS UCB	1,839,595	June 14, 1994
CHECK START	1,937,100	November 21, 1995
UCB DIRECT	1,938,826	November 28, 1995
S.M.A.R.T.	1,972,176	May 7, 1996

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

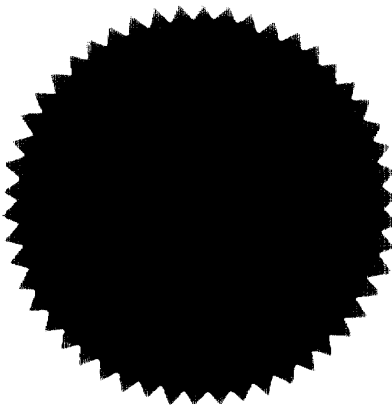
ARTICLES OF MERGER

OF

**UNITED CAROLINA BANCSHARES CORPORATION
INTO
BB&T CORPORATION**

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of April, 1998.



Elaine F. Marshall

Secretary of State

TRADEMARK

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FILED
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JUN 30 1997

**ARTICLES OF MERGER
OF
UNITED CAROLINA BANCSHARES CORPORATION
INTO
BB&T CORPORATION**

EFFECTIVE JUL 01 1997
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to the provisions of Section 55-11-05 of the General Statutes of North Carolina, BB&T Corporation ("BB&T") hereby submits these Articles of Merger for the purpose of merging United Carolina Bancshares Corporation ("UCB") into BB&T (the "Merger"):

ARTICLE I

The following Plan of Merger was duly approved in the manner prescribed by law by each of the corporations participating in the Merger on the 22nd day of April, 1997, pursuant to the terms of the Amended and Restated Agreement and Plan of Reorganization, dated as of November 1, 1996, between BB&T and UCB (the "Reorganization Agreement"):

1. Constituent Corporations. The name of the corporation proposing to merge is United Carolina Bancshares Corporation, a North Carolina corporation (the "Merging Corporation"); and the name of the corporation into which the Merging Corporation proposes to merge and which shall survive is BB&T Corporation, a North Carolina corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations."

2. Effect of the Merger. UCB shall be merged with and into BB&T in accordance with the applicable provisions of the North Carolina Business Corporation Act ("NCBCA"). From and after the effective time of the Merger as specified in Article III (the "Effective Time"), the separate existence of UCB shall cease, and the Surviving Corporation shall thereupon and thereafter, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of each of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and any judgment rendered against either of the Constituent

Corporations may be enforced against the Surviving Corporation. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by reason of the Merger. The Articles of Incorporation and Bylaws of BB&T at the Effective Time shall become the Articles of Incorporation and Bylaws of the Surviving Corporation.

3. Merger Consideration. As used herein, the term "Merger Consideration" shall mean the whole shares of Common Stock, par value \$5.00 per share, of BB&T, together with the associated rights to acquire Series B Junior Participating Preferred Stock or other securities or property (collectively, the "BB&T Common Stock") to be exchanged for each share of Common Stock, \$4.00 par value per share, of UCB (the "UCB Common Stock") issued and outstanding as of the Effective Time, and cash (without interest) to be payable in exchange for any fractional share of BB&T Common Stock which would otherwise be exchanged for a share of UCB Common Stock. The number of shares of BB&T Common Stock to be issued in exchange for each issued and outstanding share of UCB Common Stock shall be in the ratio of 1.135 shares of BB&T Common Stock for each share of UCB Common Stock issued and outstanding (the "Exchange Ratio"). The value of any fractional share shall be determined by multiplying the fractional part of a share of BB&T Common Stock by the market value of one share of BB&T Common Stock at the Effective Time. No such holder will be entitled to dividends, voting rights, or any other rights as a shareholder in respect of any fractional shares.
4. Dissenting Shares. Any UCB shareholder who shall have dissented from the Merger in accordance with the NCBCA and who has properly exercised such shareholder's rights to demand payment of the value of the shareholder's shares (the "Dissenting Shares") as provided in the NCBCA (the "Dissenting Shareholder") shall thereafter have only such rights, if any, as are provided a Dissenting Shareholder in accordance with the NCBCA and shall have no right to receive the Merger Consideration; provided, however, that if a Dissenting Shareholder shall withdraw (in accordance with the NCBCA) the demand for such appraisal or shall become ineligible for such appraisal, then such Dissenting Shareholder's Dissenting Shares automatically shall cease to be Dissenting Shares and shall be converted into and represent only the right to receive from the Surviving Corporation the Merger Consideration upon surrender of the certificate representing the Dissenting Shares. Any BB&T shareholder who shall have dissented from the Merger in accordance with the NCBCA and who has properly exercised such shareholder's rights to demand payment of the value of the shareholder's shares as provided in the NCBCA, shall thereafter have the rights as are provided to a dissenter in accordance with the NCBCA to receive payment of the fair value of the shareholder's BB&T shares as provided in the NCBCA.
5. Conversion of Shares; Payment of Merger Consideration. The manner and basis of converting shares is as follows:
 - (a) At the Effective Time, by virtue of the Merger and without any action on the part of UCB or the holders of record of UCB Common Stock, each share of UCB

Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and shall represent the right to receive, upon surrender of the certificate representing such share of UCB Common Stock (as provided in paragraph (d) below), the Merger Consideration.

- (b) Each share of BB&T Common Stock issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding.
- (c) Until surrendered, each outstanding certificate which prior to the Effective Time represented one or more shares of UCB Common Stock shall be deemed upon the Effective Time for all purposes to represent only the right to receive the Merger Consideration. No interest will be paid or accrued on the Merger Consideration upon the surrender of the certificate or certificates representing shares of UCB Common Stock. With respect to any certificate for UCB Common Stock that has been lost or destroyed, the Surviving Corporation shall pay the Merger Consideration attributable to such certificate upon receipt of a surety bond or other adequate indemnity and evidence reasonably satisfactory to it of ownership of the shares represented thereby. After the Effective Time, no transfer of the shares of UCB Common Stock outstanding immediately prior to the Effective Time shall be made on the stock transfer books of the Surviving Corporation.
- (d) Promptly after the Effective Time, BB&T shall cause to be delivered or mailed to each UCB shareholder a form of letter of transmittal and instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented any shares of UCB Common Stock in exchange for the Merger Consideration. Upon surrender of such certificates, together with such letter of transmittal duly executed and completed in accordance with the instructions thereto, and such other documents as may be reasonably requested, BB&T shall promptly cause the transfer to the persons entitled thereto of the Merger Consideration.
- (e) The Surviving Corporation shall pay any dividends or other distributions with a record date prior to the Effective Time which have been declared or made by UCB in respect of shares of UCB Common Stock in accordance with the terms of the Reorganization Agreement and which remain unpaid at the Effective Time. To the extent permitted by law, former shareholders of record of UCB shall be entitled to vote after the Effective Time at any meeting of BB&T shareholders the number of whole shares of BB&T Common Stock into which their respective shares of UCB Common Stock are converted, regardless of whether such holders have exchanged their certificates representing UCB Common Stock for certificates representing BB&T Common Stock in accordance with the provisions of the Reorganization Agreement. Whenever a dividend or other distribution is declared by BB&T on the BB&T Common Stock, the record date for which is at or after the Effective Time, the declaration shall include dividends or other distributions on all shares of BB&T Common

Stock issuable pursuant to this Agreement, but after the Effective Time no dividend or other distribution payable to the holders of record of BB&T Common Stock as of any time subsequent to the Effective Time shall be delivered to the holder of any certificate until such holder surrenders such certificate for exchange as provided above. Upon surrender of such certificate, both the BB&T Common Stock certificate and any undelivered dividends and cash payments payable hereunder (without interest) shall be delivered and paid with respect to each share represented by such certificate.

- (f) At the Effective Time, outstanding options to purchase UCB Common Stock, to the extent provided in the Reorganization Agreement (an "Option" or the "Options"), whether or not then exercisable, shall be converted into and become rights with respect to BB&T Common Stock, and BB&T shall assume each Option, in accordance with the terms of the applicable stock option plan and stock option agreement or other agreement by which it is evidenced, subject to the conditions and requirements of the Reorganization Agreement, and subject to the following: (i) each Option assumed by BB&T may be exercised solely for shares of BB&T Common Stock, (ii) the number of shares of BB&T Common Stock subject to such Option shall be the number of whole shares of BB&T (omitting any fractional share) determined by multiplying the number of shares of UCB Common Stock subject to such Option immediately prior to the Effective Time by the Exchange Ratio, and (iii) the per share exercise price under each such Option shall be adjusted by dividing the per share exercise price under each such Option by the Exchange Ratio and rounding up to the nearest cent. In addition, notwithstanding the provisions of clauses (ii) and (iii) above, each Option which is an "incentive stock option" shall be adjusted as required by Section 424 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, so as to continue as an incentive stock option under Section 424(a) of the Code, and so as not to constitute a modification, extension, or renewal of the Option, within the meaning of Section 424(h) of the Code.

ARTICLE II

The respective shareholders of the Surviving Corporation and the Merging Corporation have approved this Plan of Merger as required by the NCBCA.

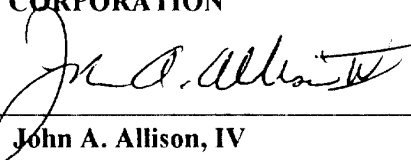
ARTICLE III

The Merger shall become effective at 11:59 p.m. on July 1, 1997.

This the 30th day of June, 1997

BB&T CORPORATION

By: _____



**John A. Allison, IV
Chairman of the Board and
Chief Executive Officer**