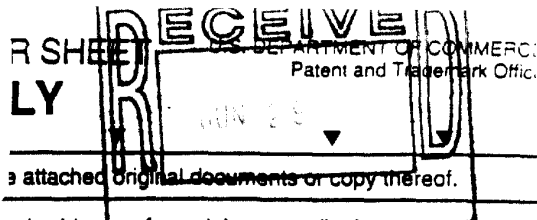


07-08-1998



OMB No. 0651-0011 (exp. 1/94)

MRO 6-29-98
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100755892

To the Honorable Commissioner

1. Name of conveying party(ies):
Southern National Bank of N. Carolina
(a National Banking Association) and
Branch Banking and Trust Company
(a N. Carolina Chartered Commercial Bank)

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 14, 1995

2. Name and address of receiving party(ies)

Name: Branch Banking & Trust Company

Internal Address:

Street Address: 200 West Second Street

City: Winston-Salem State: NC ZIP: 27101

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other N. Carolina Chartered Commercial Bank

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
74/715,572

B. Trademark Registration No.(s)
1,382,662
2,057,649

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gary H. Fechter

Internal Address: Hall Dickler Kent
Friedman & Wood LLP

Street Address: 909 Third Avenue
27th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/02/1998 JSMB/BAZZ 00000042 74715572

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

02 FC:492

50.00 OP

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.

Gary H. Fechter

Name of Person Signing

Signature

June 26, 1998

Date

Total number of pages including cover sheet, attachments, and document: 14

STATE OF
NORTH
CAROLINA



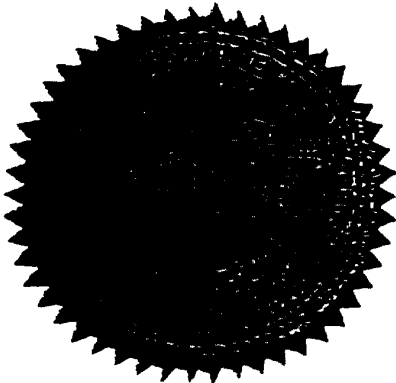
*Proof of
Merger*

To all whom these presents sh:

*I, Rufus L. Edmisten, 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
BRANCH BANKING AND TRUST COMPANY
AND
SOUTHERN NATIONAL BANK OF NORTH CAROLINA

*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 14th day of December, 1995.*

Rufus L. Edmisten

Secretary of State

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REEL: 1748 FRAME: 0210

0-0023695
FILED
 9:00 AM

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ARTICLES OF MERGER

BETWEEN

BRANCH BANKING AND TRUST COMPANY

AND

SOUTHERN NATIONAL BANK OF NORTH CAROLINA

MAY 24 1995

EFFECTIVE 9:00 AM 5-30-95

RUFUS L. EDMISTEN
 SECRETARY OF STATE
 NORTH CAROLINA

Pursuant to Chapter 55 (Business Corporation Law) and Chapter 53 (General Banking Laws) of the General Statutes of North Carolina, Southern National Bank of North Carolina ("SNBNC") and Branch Banking and Trust Company ("BB&T-NC") hereby execute these Articles of Merger for the purpose of merging into one of such corporations:

ARTICLE I

The following plan of merger as set forth in the Agreement of Merger ("Agreement"), dated as of May 23, 1995, which is attached hereto as Exhibit A and incorporated herein, by and between SNBNC, a national banking association having its principal place of business at 500 North Chestnut Street, Lumberton, North Carolina and BB&T-NC, a North Carolina chartered commercial bank having its principal place of business at 223 West Nash Street, Wilson, North Carolina, was duly adopted in the manner prescribed by law by the shareholder of each corporation and provides as follows:

Section 1

Terms and Conditions of the Merger

1.1. In General. Subject to the terms and conditions of this Agreement of Merger, on the Effective Date (as defined herein), SNBNC shall be merged with and into BB&T-NC pursuant to the provisions of, and with the effect provided under, Sections 53-12 and 53-13 of the North Carolina General Statutes and 214a and 214b of the United States Code (said transaction being hereinafter referred to as the "Merger"). SNBNC and BB&T-NC sometimes are collectively referred to herein as the "Merging Banks."

1.2. Effect of Merger. On the Effective Date, the separate existence of SNBNC shall cease and BB&T-NC, as the surviving entity, shall continue unaffected and unimpaired by the Merger and shall continue to operate under the name "Branch Banking and Trust Company" (BB&T-NC as existing on

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and after the Effective Date being hereinafter sometimes referred to as the "Surviving Institution").

1.3. Business of the Surviving Institution. The business of the Surviving Institution shall be that of a North Carolina chartered commercial bank and shall be conducted at the main office of the Surviving Institution, which shall be located at 200 West Second Street, Winston-Salem, North Carolina 27101, and at its legally established branches, including the branches it acquires from SNBNC as a result of the Merger.

Section 2

Effective Date

2.1. Effective Date of Merger. The Merger shall be effective at the date and time specified in the Articles of Merger filed with the North Carolina Secretary of State, together with a duly certified copy of this Agreement of Merger and a certified copy of the approval of the Merger by the North Carolina Commissioner of Banks, as required under Section 53-13 of the North Carolina General Statutes ("Effective Date").

2.2. As of the Effective Date:

(a) The corporate existence of each of the Merging Banks shall be merged into and continued in the Surviving Institution.

(b) All assets, rights, franchises, and interests of the Merging Banks in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Surviving Institution by virtue of the Merger without any deed or other transfer, to the extent provided by law. The Surviving Institution, upon the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stock and bonds, guardian of estates, assignee, and receiver, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by each of the Merging Banks at the time of the Merger.

(c) The Surviving Institution shall be liable for all liabilities of every kind and description, including

- 3 -

liabilities arising out of the operation of a trust department and any liquidation accounts maintained on behalf of certain "eligible savers" of acquired savings institutions, of each of the Merging Banks existing immediately prior to the Effective Date, to the extent provided by law.

Section 3

Conversion of SNBNC Common Stock

As of the Effective Date, each outstanding share of the common stock of BB&T-NC shall remain outstanding as a share of common stock of the Surviving Institution and each outstanding share of common stock of SNBNC shall be cancelled and retired with no consideration to be issued or paid in exchange therefor.

ARTICLE II

Proceedings of Directors and Shareholder of BB&T-NC

Section 1

Resolutions of Directors

The resolutions attached hereto as Exhibit B and incorporated herein were unanimously approved and adopted by the Board of Directors of BB&T-NC at a meeting duly held and convened on October 25, 1994, at which meeting a quorum was present and voting throughout.

Section 2

Action of Sole Shareholder of BB&T-NC

The resolutions attached hereto as Exhibit C and incorporated herein were adopted by Southern National Corporation ("SNC"), the sole shareholder of BB&T-NC by unanimous written consent dated May 23, 1995, indicating SNC's approval of the Agreement providing for the proposed Merger. Similar resolutions were adopted by the directors of SNC on July 29, 1994, which are attached as Exhibit D hereto and incorporated herein. Similar resolutions also were adopted by the directors of BB&T Financial Corporation, SNC's predecessor in interest as sole shareholder of BB&T-NC, on July 29, 1994, which are attached hereto as Exhibit E and incorporated herein.

Section 3Certification

By the signature of the Secretary of BB&T-NC affixed to these Articles of Merger, the resolutions attached hereto as Exhibits B, C, D and E are hereby certified to be true and correct copies of all of the proceedings held by the Board of Directors and shareholder of BB&T-NC relating to the proposed Merger.

ARTICLE III

Proceedings of Directors
and Shareholder of SNBNC

Section 1Resolutions of Directors

The resolutions attached hereto as Exhibit F and incorporated herein were unanimously approved and adopted by the Board of Directors of SNBNC at a meeting duly held and convened on October 22, 1994, at which a quorum was present and voting throughout.

Section 2Actions of Sole Shareholder of SNBNC

The following resolutions attached hereto as Exhibit G and incorporated herein were adopted by SNC, the sole shareholder of SNBNC by unanimous written consent dated as of May 23, 1995, indicating SNC's approval of the Agreement providing for the proposed Merger. Similar resolutions were adopted by the board of directors of SNC on July 29, 1994, which are attached hereto as Exhibit D and incorporated herein.

Section 3Certification

By the signature of the Secretary of SNBNC affixed to these Articles of Merger, the resolutions attached hereto as Exhibits F, G and D are hereby certified to be true and correct copies of all of the proceedings had by the Board of Directors and Shareholders of SNBNC authorizing the merger of SNBNC into and with BB&T-NC.

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ARTICLE IV

The plan of merger as set forth herein and in the Agreement was adopted by the unanimous vote of SNC, the sole shareholder of each of the constituent corporations, as follows:

<u>Name of Corporation</u>	<u>Common Stock Shares Outstanding</u>	<u>Shares Entitled to Vote</u>
BB&T-NC	4,887,494	4,887,494 *
SNBNC	5,060,701	5,060,701 *
	<u>Total Votes Cast For</u>	<u>Total Votes Cast Against</u>
BB&T-NC	4,887,494	0
SNBNC	5,060,701	0

*Only one class outstanding.

Accordingly, the proposed Merger was approved by all of the outstanding shares of SNBNC common stock and Citizens' common stock.

ARTICLE V

These Articles of Merger shall become effective at 9:00 a.m., North Carolina time, on the 30th day of May, 1995.

IN WITNESS WHEREOF, these Articles of Merger are signed by the duly authorized officers of each constituent corporation as of the 23rd day of May, 1995.

SOUTHERN NATIONAL BANK OF NORTH CAROLINA

BRANCH BANKING AND TRUST COMPANY

By: [Signature]
ROBERT E. GREENE
(Print Name)

By: [Signature]
Kelly S. King
(Print Name)

Its: Executive Vice President

Its: President

ATTEST:
By: [Signature]
DAVID L. CRAVEN
(Print Name)

ATTEST:
By: [Signature]
JARINA L. HERRING
(Print Name)

Its: Secretary

Its: Secretary

[SEAL]

[SEAL]

Exhibit A

AGREEMENT OF MERGER

This AGREEMENT OF MERGER ("Agreement of Merger") is made and entered into as of this 23rd day of May, 1995, by and between BRANCH BANKING AND TRUST COMPANY ("BB&T-NC"), a North Carolina chartered commercial bank having its principal place of business at 223 West Nash Street, Wilson, North Carolina 27893 and SOUTHERN NATIONAL BANK OF NORTH CAROLINA ("SNBNC"), a national banking association having its principal place of business at 500 North Chestnut Street, Lumberton, North Carolina 28356.

WITNESSETH

WHEREAS, as of March 31, 1995, BB&T-NC had total consolidated assets of \$9.3 billion and 4,887,494 shares of common stock, par value \$5.00 per share, all of the issued and outstanding shares of which are owned by Southern National Corporation, a North Carolina Corporation ("SNC");

WHEREAS, as of March 31, 1995, SNBNC had total consolidated assets of \$5.6 billion and 5,060,701 shares of common stock, par value \$ 5.00 per share, all of the issued and outstanding shares of which are owned by SNC;

WHEREAS, the respective Boards of Directors of SNBNC and BB&T-NC have determined that the merger of SNBNC with and into BB&T-NC, under and pursuant to the terms and conditions set forth or referred to herein, would be in the best interests of the respective institutions, and their shareholder;

WHEREAS, SNBNC and BB&T-NC have agreed upon the terms and conditions of the Merger as set forth herein, and the respective Boards of Directors of SNBNC and BB&T-NC have adopted resolutions approving this Agreement of Merger;

WHEREAS, the shareholder of each of SNBNC and BB&T-NC has approved this Agreement of Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreement contained in this Agreement of Merger, the parties to this Agreement of Merger hereby agree as follows:

TRADEMARK

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- 1 -

ARTICLE I

Terms and Conditions of the Merger

1.1. In General. Subject to the terms and conditions of this Agreement of Merger, on the Effective Date (as defined herein), SNBNC shall be merged with and into BB&T-NC pursuant to the provisions of, and with the effect provided under, Sections 53-12 and 53-13 of the North Carolina General Statutes and 214a and 214b of the United States Code (said transaction being hereinafter referred to as the "Merger"). SNBNC and BB&T-NC sometimes are collectively referred to herein as the "Merging Banks."

1.2. Effect of Merger. On the Effective Date, the separate existence of SNBNC shall cease and BB&T-NC, as the surviving entity, shall continue unaffected and unimpaired by the Merger and shall continue to operate under the name "Branch Banking and Trust Company" (BB&T-NC as existing on and after the Effective Date being hereinafter sometimes referred to as the "Surviving Institution").

1.3. Business of the Surviving Institution. The business of the Surviving Institution shall be that of a North Carolina chartered commercial bank and shall be conducted at the main office of the Surviving Institution, which shall be located at 200 West Second Street, Winston-Salem, North Carolina 27101, and at its legally established branches, including the branches it acquires from SNBNC as a result of the Merger.

ARTICLE II

Effective Date

2.1. Effective Date of Merger. The Merger shall be effective at the date and time specified in the Articles of Merger filed with the North Carolina Secretary of State, together with a duly certified copy of this Agreement of Merger and a certified copy of the approval of the Merger by the North Carolina Commissioner of Banks, as required under Section 53-13 of the North Carolina General Statutes ("Effective Date").

2.2. As of the Effective Date:

(a) The corporate existence of each of the Merging Banks shall be merged into and continued in the Surviving Institution.

TRADEMARK

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- 3 -

(b) All assets, rights, franchises, and interests of the Merging Banks in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Surviving Institution by virtue of the Merger without any deed or other transfer, to the extent provided by law. The Surviving Institution, upon the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stock and bonds, guardian of estates, assignee, and receiver, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by each of the Merging Banks at the time of the Merger.

(c) The Surviving Institution shall be liable for all liabilities of every kind and description, including liabilities arising out of the operation of a trust department and any liquidation accounts maintained on behalf of certain "eligible savers" of acquired savings institutions, of each of the Merging Banks existing immediately prior to the Effective Date, to the extent provided by law.

ARTICLE III

Conversion of SNBNC Common Stock

As of the Effective Date, each outstanding share of the common stock of BB&T-NC shall remain outstanding as a share of common stock of the Surviving Institution and each outstanding share of common stock of SNBNC shall be cancelled and retired with no consideration to be issued or paid in exchange therefor.

ARTICLE IV

Board of Directors of the Surviving Institution

From and after the Effective Date, the following named persons shall serve as the Board of Directors of the Surviving Institution until the next annual meeting of the shareholder or until such time as their successors have been elected and have qualified:

- 4 -

Joseph B. Alala
John A. Allison
G. Robert Aston, Jr.
W. Watson Barnes
William F. Black
Robert L. Brady
W. G. Clark III
Jesse W. Corbett, Jr.
Fred H. Deaton, Jr.
Andrew S. Fine

James A. Hardison, Jr.
James E. Heins
Donald Charles Hiscott
L. Glenn Orr, Jr.
Theodore Reaves Reynolds
Larry J. Waggoner
A. Bruce Williams
Henry G. Williamson, Jr.
T. H. Yancey
Dr. William B. Young

John A. Allison IV shall serve as the Chairman of the Board of the Surviving Institution.

ARTICLE V

Certificate of Incorporation and By-Laws of the Surviving Institution

The Certificate of Incorporation and the By-Laws of BB&T-NC in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the By-Laws of the Surviving Institution, until amended in accordance with applicable law.

ARTICLE VI

Further Assurances

If at any time the Surviving Institution shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Institution title to any property or rights of SNBNC, or otherwise carry out the provisions hereof, the proper officers and directors of SNBNC, as of the Effective Date, and thereafter the officers of the Surviving Institution acting on behalf of SNBNC, shall execute and deliver any and all proper assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Institution and otherwise carry out the provisions hereof.

ARTICLE VII

General Provisions

7.1. Entire Agreement. This Agreement of Merger contains the entire agreement between the parties with respect to the transaction contemplated hereunder, and supersedes any and all prior arrangements or understandings with respect thereto. This Agreement of Merger shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

7.2. Amendment. At any time before the Effective Date, the Merging Banks, by mutual consent of their respective Boards of Directors, may amend this Agreement of Merger.

7.3. Termination. At any time before the Effective Date, this Agreement of Merger may be terminated, notwithstanding any prior shareholder vote or approval by mutual consent of the Boards of Directors of the Merging Banks.

7.4. Applicable Law. This Agreement shall be governed by the laws of the State of North Carolina applicable to Agreements made and entirely to be performed in such jurisdiction, except to the extent federal law may be applicable.

7.5. Headings. The headings contained in this Agreement of Merger are for reference purposes only and are not part of this Agreement of Merger.

7.6. Counterparts. This Agreement of Merger may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS THEREOF, each of the Merging Banks has caused this Agreement of Merger to be executed by their respective duly authorized officers and their corporate seals to be hereunto affixed and attested by their officers thereunto duly authorized, all as of the day and year first above written.

ATTEST:

SOUTHERN NATIONAL BANK
OF NORTH CAROLINA

By: *David L. Craven*
DAVID L. CRAVEN
(Print Name)

By: *Robert E. Greene*
ROBERT E. GREENE
(Print Name)

Its: Secretary

Its: Executive Vice President

[SEAL]

ATTEST:

BRANCH BANKING AND TRUST
COMPANY

By: *James C. Harrison*
JAMES C. HARRISON
(Print Name)

By: *Kelly S. King*
KELLY S. KING
(Print Name)

Its: Secretary

Its: President

[SEAL]