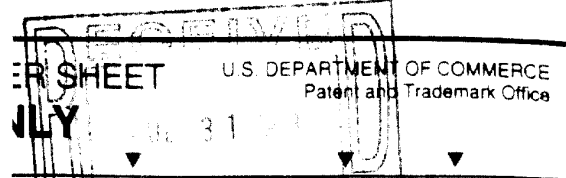


08-07-1998

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



Tab settings

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To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

MRD

1. Name of conveying party(ies):

Boatmen's Bancshares, Inc.

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

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

2. Name and address of receiving party(ies)

Name: NB Holdings Corporation

Internal Address:

Street Address: 100 North Tryon Street

City: Charlotte State: NC ZIP: 28255

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

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

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 7, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- Reg. No. 1,713,332 - PC ACHIEVE Reg. No. 1,715-335 - PC ACHIEVE & Design Reg. No. 1,716,465 - PC ACHIEVE & Design Reg. No. 1,821,646 - PC ACHIEVE & Design

Additional numbers attached? Yes No

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

Name: Martha Gayle Barber, Esq.

ALSTON & BIRD LLP

Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

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

DO NOT USE THIS SPACE

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.

Martha Gayle Barber

Name of Person Signing

Signature

July 27, 1998 Date

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

Vertical stamp: 1713 500095 08/04/1998 01 JUL 02

FILED AND CERTIFICATE
ISSUED

ARTICLES OF MERGER

JAN 8 1997

SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

Rebecca McDowell Cook
SECRETARY OF STATE

Pursuant to the provisions of Section 351.430 of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

A. The boards of directors of Boatmen's Bancshares, Inc., a Missouri corporation, and NB Holdings Corporation, a Delaware corporation, have adopted the following Plan of Merger:

- (1) (a) The names of the corporations proposing to merge are:

Boatmen's Bancshares, Inc.
NB Holdings Corporation

- (b) The name of the corporation into which such corporations propose to merge is NB Holdings Corporation, which is herein designated as the "surviving corporation".

- (2) The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

- (a) The surviving corporation will possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of each merging corporation; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each corporation merged will 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, under the laws of this state vested in any of such corporations will not revert or be in any way impaired by reason of such merger. The officers and directors of the corporations are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed to effectuate a full and complete transfer of ownership as herein authorized.

- (b) The surviving corporation will be responsible and liable for all the liabilities and obligations of each corporation merged; and any claim existing or

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action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of such corporations will be impaired by such merger.

- (c) The officers and directors of the surviving corporation continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
 - (d) The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of dissenting shareholders of any such corporation organized under the laws of the State of Missouri against the surviving corporation.
 - (e) The Secretary of State of the State of Missouri is hereby irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding. The address to which the service of process in any such proceeding is to be mailed is One Boatmen's Plaza, 800 Market Street, St. Louis, Missouri 63101.
 - (f) The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they are entitled under the provisions of The General and Business Corporation Law of Missouri with respect to the rights of dissenting shareholders.
- (3) The manner and basis of converting the shares of each merging corporation into cash, property, shares or other securities or obligations of the surviving corporation, or (if any shares of any merging corporation are not to be converted solely into cash, property, shares or other securities or obligations of the surviving corporation) into cash, property, shares or other securities or obligations of any other domestic or foreign corporation, which cash, property, shares or other securities or obligations of any other domestic or foreign corporation may be in addition to or completely in lieu of cash,

property, shares or other securities or obligations of the surviving corporation are as set forth as follows:

- (a) Each share (excluding (i) shares held by Boatmen's Bancshares, Inc. or any of its subsidiaries or by NationsBank Corporation or any of its subsidiaries, in each case other than in a fiduciary capacity or as a result of debts previously contracted ("Treasury Shares") and (ii) Dissenting Shares (as defined below)) of the common stock, par value \$1.00 per share, of Boatmen's Bancshares, Inc., including each attached right issued pursuant to the Rights Agreement, dated August 14, 1990, as amended, between Boatmen's Bancshares, Inc. and the Rights Agent named therein (the "Boatmen's Common Stock"), issued and outstanding immediately prior to the time on the effective date when the Merger shall become effective the "Effective Time") shall become and be converted into the right to receive 0.6525 share (subject to adjustment as set forth in the Agreement and Plan of Merger, the "Exchange Ratio") of common stock (the "NationsBank Common Stock") of Nationsbank Corporation, subject to the election rights set forth in the Agreement and Plan of Merger (and described in Section 3(f) of these Articles of Merger). The term (i) "Dissenting Shares" shall mean shares of Boatmen's Stock (as defined below) which are issued and outstanding immediately prior to the Effective Time and which are held by stockholders who did not vote in favor of the adoption of the Agreement and Plan of Merger, who are entitled to demand the fair value of such shares of Boatmen's Stock under Section 455 of the General and Business Corporation Law of Missouri, and who comply with all of the relevant provisions of such Section, and (ii) "Boatmen's Stock" shall mean the Boatmen's Common Stock and Boatmen's Series A Preferred Stock (as defined below) and Boatmen's Series B Preferred Stock (as defined below).
- (b) Each share of Boatmen's Bancshares, Inc.'s Cumulative Convertible Preferred Stock, Series A, stated value \$100 per share, liquidation preference \$400 per share ("Boatmen's Series A Preferred Stock"), excluding any Treasury Shares, issued and outstanding immediately prior to the Effective Time, shall become and be converted into the right to receive one share of newly created preferred stock of Nationsbank Corporation having terms (to be set forth in the Amended and Restated Articles of Incorporation of Nationsbank Corporation)

substantially identical to those of Boatmen's Series A Preferred Stock.

- (c) Each share of Boatmen's Bancshares, Inc.'s 7% Cumulative Redeemable Preferred Stock, Series B, stated value \$100 per share, liquidation preference \$100 per share ("Boatmen's Series B Preferred Stock;" together with the Boatmen's Series A Preferred Stock, "Boatmen's Preferred Stock"), excluding any Treasury Shares, issued and outstanding immediately prior to the Effective Time, shall become and be converted into the right to receive one share of newly created preferred stock of Nationsbank Corporation ("NationsBank Series B Preferred Stock") having terms (to be set forth in the Amended and Restated Articles of Incorporation of Nationsbank Corporation) substantially identical to those of Boatmen's Series B Preferred Stock.
- (d) At the Effective Time, any deposit agreements pursuant to which shares of Boatmen's Preferred Stock are held subject to depositary receipts shall automatically, and without further action on the part of Nationsbank Corporation or NB Holdings Corporation (as the surviving corporation in the Merger), be assumed by Nationsbank Corporation.
- (e) Each share of the common stock of NB Holdings Corporation issued and outstanding immediately prior to the Effective Time shall be unchanged and shall remain issued and outstanding as common stock of NB Holdings Corporation (as the surviving corporation in the Merger).
- (f) Holders of Boatmen's Common Stock shall be provided with an opportunity to elect to receive cash consideration in lieu of receiving NationsBank Common Stock in the Merger, in accordance with the election procedures set forth in Section 3.02 of the Agreement and Plan of Merger. Holders who are to receive cash in lieu of exchanging their shares of Boatmen's Common Stock for NationsBank Common Stock as specified in the Agreement and Plan of Merger shall receive an amount in cash in respect of each share of Boatmen's Common Stock that is so converted equal to the Exchange Ratio times \$96.725.
- (g) At the Effective Time, holders of Boatmen's Stock shall cease to be, and shall have no rights as, stockholders of Boatmen's Bancshares, Inc., other

than to receive any dividend or other distribution with respect to such Boatmen's Stock with a record date occurring prior to the Effective Time and the consideration provided under the Agreement and Plan of Merger. After the Effective Time, there shall be no transfers on the stock transfer books of Boatmen's Bancshares, Inc. or NB Holdings Corporation (as the surviving corporation of the Merger) of shares of Boatmen's Stock.

- (h) No fractional shares of NationsBank Common Stock and no certificates or scrip therefor, or other evidence of ownership thereof, will be issued in the Merger; instead, NationsBank Corporation shall pay to each holder of Boatmen's Common Stock who would otherwise be entitled to a fractional share of NationsBank Common Stock (after taking into account all old certificates delivered by such holder) an amount in cash (without interest) determined by multiplying such fraction by the average of the last sale prices of NationsBank Common Stock, as reported by the NYSE Composite Transactions reporting system (as reported in The Wall Street Journal or, if not reported therein, in another authoritative source), for the five NYSE trading days immediately preceding the Effective Date.
 - (i) Each of the shares of Boatmen's Stock held as Treasury Shares immediately prior to the Effective Time shall be canceled and retired at the Effective Time and no consideration shall be issued in exchange therefor.
- (4) The articles of incorporation of the surviving corporation are not to be amended.
 - (5) Other provisions of the merger are as follows: The effective date of the merger shall be, in accordance with Section 351.458 of The General and Business Corporation Law of Missouri, the date on which the merger becomes effective under The General Corporation Laws of the State of Delaware.

B. The board of directors of Boatmen's Bancshares, Inc., by resolution adopted on August 28, 1996, by a majority vote of the members of such board, approved such Plan of Merger.

C. The board of directors of NB Holdings Corporation, by resolution adopted on December 20, 1996 by a majority vote of the members of such board, approved such Plan of Merger.

D. Boatmen's Bancshares, Inc. has the following shares outstanding which, on December 20, 1996, voted together as a single class for the Plan of Merger as follows:

<u>Class of Stock</u>	<u>Shares Outstanding</u>	<u>Voted for Plan of Merger</u>	<u>Voted Against Plan of Merger</u>
Common	155,508,155	119,496,624	1,478,594
Series B Preferred	9,487	4,401	0

E. NB Holdings Corporation, pursuant to Section 251 of The General Corporation Laws of the State of Delaware, did not require shareholder approval of the Plan of Merger.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

In witness whereof, these Articles of Merger have been executed and verified by the President of each corporation and the corporate seal affixed hereto by the Secretary of each corporation as of the 31st day of December, 1996.

Attest:

BOATMEN'S BANCSHARES, INC.

Forrest S. FitzRoy
Forrest S. FitzRoy, Secretary

By: Gregory L. Curl
Gregory L. Curl
Vice Chairman

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, Jean Lockwood, a Notary Public, do hereby certify that on the 3rd day of January, 1997, personally appeared before me Gregory Curl, who being by me first duly sworn, declared that he is the Vice Chairman of Boatmen's Bancshares, Inc., that he signed the foregoing document as Vice Chairman of the corporation, and that the statements therein contained are true.

(Notary Seal)

Jean C Lockwood
Notary Public

JEAN C LOCKWOOD
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. SEPT 23, 2000

Attest:

NB HOLDINGS CORPORATION

Mary-Ann Lucas

By John E. Mack

STATE OF NORTH CAROLINA)
COUNTY OF Mecklenburg) SS.

I, Melva Hanna, a Notary Public, do hereby certify that on the 2nd day of January, 1997, personally appeared before me John E. Mack, who being by me first duly sworn, declared that he is the SUP/Treasurer of NB Holdings Corporation, that he signed the foregoing document as SUP/Treasurer of the corporation, and that the statements therein contained are true.

(Notary Seal)

Melva Hanna
Notary Public
My commission expires: 10/27/2000

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOATMEN'S BANCSHARES, INC.", A MISSOURI CORPORATION, WITH AND INTO "NB HOLDINGS CORPORATION" UNDER THE NAME OF "NB HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JANUARY, A.D. 1997, AT 1:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF JANUARY, A.D. 1997.

FILED AND CERTIFICATE
ISSUED
JAN 7 1997

Rebecca McDowell Cook
SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8273080

DATE:

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01-06-97

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

BOATMEN'S BANCSHARES, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 25TH DAY OF JUNE, 1997.

Rebecca McDowell Cook
Secretary of State



TRADEMARK

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
BOATMEN'S BANCSHARES, INC. (#00068086)

INTO:

NB HOLDINGS CORPORATION (A Delaware corp not qualified)
Organized and existing under the laws of Missouri Delaware
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of the
State of Missouri, issue this Certificate of merger, certifying
to the foregoing and certifying that the merger of the aforementioned
corporations with

NB HOLDINGS CORPORATION (A Delaware corp not qualified)

as the surviving corporation, shall be effective on the date on
which the same becomes effective in the State of Delaware
Effective date: **January 7 1997.**

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
7th DAY OF January , 19 97 .



Rebecca McDowell Cook
Secretary of State

\$30.00

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