

09-01-1998

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 8-21-98

100804007

To the Honorable Con

1. Name of conveying party(ies):
Fleet/Norstar Financial Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: _____
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: April 15, 1992

attached original documents or copy thereof.
Address of receiving party(ies):

Name: Fleet Financial Group, Inc.
Internal Address: _____
Street Address: One Federal Street
City: Boston State: MA Zip: 02110 2 1

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: Rhode Island

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

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s) 1258840 , 1260204 , 1258839 , 1263188 , 1263189

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deborah L. Benson, Esq.
Internal Address: Hinckley, Allen and Snyder
Street Address: 28 State Street
City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved: | 5 |
Total fee (37 CFR 3.41) \$ 140.00

7. Enclosed
 Authorized to be charged to deposit account
Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)


8.

DO NOT USE THIS SPACE

06/25/1998 BMSUYEN 00000162 1258839

01 FC:481
02 FC:482

9. Statement and signature. **40.00 GP**
To the best of my knowledge, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deborah L. Benson  8/17/98 Date
Name of Person Signing Signature

Total number of pages comprising cover sheet | |

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

DUPLICATE ORIGINAL OF
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FLEET/NORSTAR FINANCIAL GROUP, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Fleet/Norstar Financial Group, Inc.

SECOND: The shareholders of the corporation on April 15, 1992, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

1. Article FIRST of the Restated Articles of Incorporation (the "Articles") of Fleet/Norstar Financial Group, Inc. (the "Corporation") is hereby amended to read in its entirety as follows:

"FIRST, the name of the corporation (hereinafter called the Corporation) is

FLEET FINANCIAL GROUP, INC."

2. Article FOURTH of the Articles of the Corporation is hereby amended to increase the number of authorized shares of Common Stock, \$1 par value, from 150,000,000 to 300,000,000.
3. Article FOURTH of the Articles of the Corporation is hereby amended to increase the number of authorized shares of Preferred Stock, \$1 par value, from 8,000,000 to 16,000,000.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was N/A; and the number of shares entitled to vote thereon was N/A (See Article FOURTH below)

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
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See Exhibit A attached

FIFTH: The number of shares voted for such amendment was N/A; and the number of shares voted against such amendment was N/A. (See Article SIXTH below)

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

See Exhibit B attached

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change.

Dated April 15, 19 92

FLEET/NORSTAR FINANCIAL GROUP, INC.

By Terence Munnag
 Its President
 and Arthur D.
 Its Secretary

TRADEMARK
 REEL: 1775 FRAME: 0462

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 15th day of
April, 1992, personally appeared before me Terence Murray
and William C. Mitterperl, who, being by me first duly sworn, declared that ^{they are} ~~he is~~ the President
and Secretary respectively of Fleet/Norstar Financial Group, Inc.
^{they}
that ~~he~~ signed the foregoing document as President and Secretary respectively of the
corporation, and that the statements therein contained are true.

Laura N. Wilkinson

Notary Public
Laura N. Wilkinson
My Commission Expires June 30, 1993

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF

Fleet/Norstar Financial Group, Inc.

I, Sandra M. Williams Acting Deputy Secretary of State, hereby certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of
Fleet/Norstar Financial Group, Inc.
duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General
Laws, 1956, as amended, have been received in this office and are found to conform to law
and that the foregoing is a duplicate original of the Articles of Amendment.

Witness my hand and the seal of the State
of Rhode Island this 16th day of April

19 92.

Sandra M. Williams
Acting Deputy Secretary of State

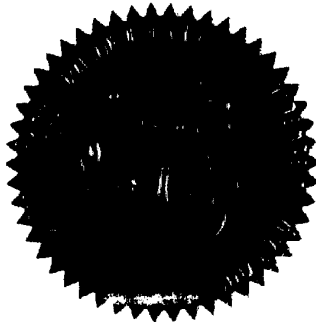


EXHIBIT A

FOURTH: A. The designation and number of outstanding shares of each class entitled to vote as a class on Amendment Number 1 were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	120,639,044.34

B. The designation and number of outstanding shares of each class entitled to vote as a class on Amendment Number 2 were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	120,639,044.34

C. The designation and number of outstanding shares of each class entitled to vote as a class on Amendment Number 3 were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	120,639,044.34
Series I 12% Cumulative Convertible Preferred Stock, Series II 6 1/2% Cumulative Convertible Preferred Stock, Series III 10.12% Perpetual Preferred Stock, Series IV 9.375% Perpetual Preferred Stock, Preferred Stock with Cumulative and Adjustable Dividends and the Dual Convertible Preferred Stock, together as a class	4,497,263.00

EXHIBIT B

SIXTH: A. The number of shares of each class entitled to vote as a class on Amendment Number 1 voted for and against such amendment, respectively, was:

<u>Class</u>	<u>For</u>	<u>Against</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	90,185,388	2,881,570

B. The number of shares of each class entitled to vote as a class on Amendment Number 2 voted for and against such amendment, respectively, was:

<u>Class</u>	<u>For</u>	<u>Against</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	84,795,955	10,118,618

C. The number of shares of each class entitled to vote as class on Amendment Number 3 voted for and against such amendment, respectively, was:

<u>Class</u>	<u>For</u>	<u>Against</u>
Common Stock and Series I 12% Cumulative Convertible Preferred Stock, together as a class	64,226,839	24,919,227
Series I 12% Cumulative Convertible Preferred Stock, Series II 6 1/2% Cumulative Convertible Preferred Stock, Series III 10.12% Perpetual Preferred Stock, Series IV 9.375% Perpetual Preferred Stock, Preferred Stock with Cumulative and Adjustable Dividends and the Dual Convertible Preferred Stock, together as a class	2,356,336	184,486

April 15, 1992

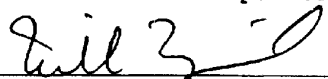
State of Rhode Island
Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir or Madam:

The undersigned Rhode Island corporation hereby consents to the filing of the Articles of Amendment to the Articles of Incorporation of Fleet/Norstar Financial Group, Inc. amending the corporate name to Fleet Financial Group, Inc., and does hereby further consent to the use of such name by such corporation.

Sincerely,

Fleet Financial Corporation

BY: 

William C. Mutterperl
Secretary