

11-09-1998

TRADEMARKS ONLY

TRADEMARKS ONLY

Express Mail Date 11-3-98



marks reof.

100873648

an interest:

1. Name of Party(ies) conveying an interest:

BankAmerica Corporation

Name: BankAmerica Corporation

Address:

100 N. Tryon St.
Charlotte, North Carolina 28255

Entity:

Entity:

- [ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State DE
[ ] Other

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

3. Interest Conveyed:

- [ ] Assignment [ ] Change of Name
[ ] Security Agreement [X] Merger
[ ] Other

Citizenship

Delaware

If not domiciled in the United States, a domestic representative designation is attached:

- [ ] Yes
[X] No

(The attached document must not be an assignment)

Execution Date

September 30, 1998

4. Application number(s) or registration number(s). Additional sheet attached? [ ] Yes [X] No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) RN 1,005,930 RN 902,620
RN 1,466,524 RN 853,860 RN 1,164,045 RN 888,466
RN 932,728 RN 965,288 RN 1,042,489 RN 888,467
RN 873,828 RN 983,025 RN 1,021,189

5. Please mail documents back to:

Calendar/Docketing Dept
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA94120

6. Number of applications and registrations involved: 13

7. Amount of fee enclosed: \$ 300.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 10826/000/0109/RLK/LCG

C# M#

11/05/1998 JSHABAZZ 00000111 033975 1005930

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 40.00 CH 260.00 DP

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.

Signature of Laura C. Gustafson

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

6

Attorney: Laura C. Gustafson

Date: 11/3/98

Atty/Sec:

Tel: (415)983-6318

Fax: (415)983-1200

NO30 11/1996

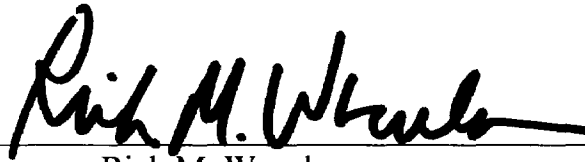
File in DUPLICATE with post card receipt

**ASSISTANT SECRETARY'S CERTIFICATE OF  
BANKAMERICA CORPORATION**

The undersigned, RICK M. WACULA, an Assistant Secretary of BANKAMERICA CORPORATION (the "Company"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify that attached hereto as Exhibit A is a true and correct copy of the Certificate of Merger of the Company with and into NationsBank Corporation as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate on the date and in the capacity set forth below.

Dated: October 28, 1998

A handwritten signature in black ink, reading "Rick M. Wacula", written over a horizontal line.

Rick M. Wacula  
Assistant Secretary

State of Delaware

EXHIBIT -A-

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BANKAMERICA CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NATIONSBANK CORPORATION" UNDER THE NAME OF "BANKAMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 10:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2927442 8100M

981378568

AUTHENTICATION: 9330511

DATE: 09-30-98

TRADEMARK REEL: 1810 FRAME: 0033

**CERTIFICATE OF MERGER**  
of  
**BANKAMERICA CORPORATION**  
with and into  
**NATIONSBANK CORPORATION**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, BankAmerica Corporation, a Delaware corporation, and NationsBank Corporation, a Delaware corporation,

**DO HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger herein certified (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BankAmerica Corporation	Delaware
NationsBank Corporation	Delaware

**SECOND:** That an Agreement and Plan of Reorganization (the "Merger Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the surviving corporation of the Merger is NationsBank Corporation, a Delaware corporation.

**FOURTH:** That the certificate of incorporation of NationsBank Corporation shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows: "The name of the surviving corporation shall be BankAmerica Corporation."

**FIFTH:** That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is NationsBank Corporate Center, 100 N. Tryon St.; Charlotte, North Carolina 28255.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective at 4:30 p.m. on September 30, 1998.

Dated: September 30, 1998

NationsBank Corporation

By: *Hugh L. McColl, Jr.*

Name: Hugh L. McColl, Jr.

Title: Chairman and  
Chief Executive Officer

ATTEST:

By: *James W. Kiser*

Name: James W. Kiser

Title: Secretary

TRADEMARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks  
Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:  
BankAmerica Corporation

Entity:

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

3. Interest Conveyed:

- Assignment       Change of Name
- Security Agreement     Merger
- Other

Execution Date

September 30, 1998

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Name: BankAmerica Corporation

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100 N. Tryon St.  
Charlotte, North Carolina 28255

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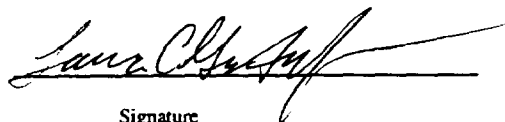
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C#      M#

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Signature

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Attorney: Laura C. Gustafson

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DOCNUM