

12-04-1998



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Form PTO-1595  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies): First of America Bank Corporation  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation - Michigan  
 Other

Additional name(s) of conveying party(ies) attached?  
 yes  no

2. Name and address of receiving party(ies): National City Corporation

Name:

Internal Address:

Street Address: National City Center  
1900 East Ninth Street  
Cleveland, Ohio 44114

City State Zip

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

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

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

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: March 31, 1998

4. Application number(s) or registration number(s): 1,815,134

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Gary D. Krugman  
SUGHRUE, MION, ZINN, MACPEAK & SEAS  
2100 Pennsylvania Avenue, N.W. Suite 800  
Washington, D.C. 20037-3202

6. Total number of applications and registration involved: 1

7. Total Fee (37 CFR 3.41): \$40.00  
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.

Authorized to be charged to Deposit Account

8. Deposit Account No. : \_\_\_\_\_  
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

Gary D. Krugman  
Name

12/1/98  
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT:

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

Mail documents to be recorded with required cover sheet information to:

Do not detach this portion  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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TRADEMARK  
REEL: 1822 FRAME: 0270

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:

"FIRST OF AMERICA BANK CORPORATION", A MICHIGAN CORPORATION, WITH AND INTO "NATIONAL CITY CORPORATION" UNDER THE NAME OF "NATIONAL CITY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 10:30 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

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AUTHENTICATION: 9002876  
DATE: 03-31-98

CERTIFICATE OF MERGER  
MERGING  
FIRST OF AMERICA BANK CORPORATION  
WITH AND INTO  
NATIONAL CITY CORPORATION

The undersigned, National City Corporation, being a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, by its duly authorized officer, DOES HEREBY CERTIFY:

1. Constituent Corporations. That the name and state of incorporation of each of the constituent corporations to the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
National City Corporation	Delaware
First of America Bank Corporation	Michigan

and National City Corporation ("National City"), a Delaware corporation, shall be the surviving corporation.

2. Approval of Agreement of Merger. That an Agreement and Plan of Merger (the "Agreement of Merger"), dated as of November 30, 1997, having been made by and between National City and First of America Bank Corporation ("FOA"), a Michigan corporation, has been approved, adopted, certified, executed and acknowledged by National City in accordance with subsection (c) of section 252 of the General Corporation Law of the State of Delaware. The Agreement of Merger is permitted by the laws of the State of Michigan, the jurisdiction under which FOA is organized, and the Agreement of Merger was adopted and approved pursuant to and in accordance with the laws of that jurisdiction.

3. Name of Surviving Corporation. That the name of the surviving corporation of the merger shall be National City Corporation.

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