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Form PTO-1595  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
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RECORDATION FORM COVER SHEET  
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5.13.99

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  N/A  No

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

3. Nature of Conveyance:

- Assignment                   Merger
- Security Agreement       Change of Name
- Other

Execution Date: Mach 31, 1998

4. Application number(s) or registration number(s): 1,854,300

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

May 13, 1999  
Date

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

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

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

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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.

4. Certificate of Incorporation. That the certificate of incorporation of National City, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

5. Agreement of Merger on File. That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is National City Center, 1900 East Ninth Street, Cleveland, Ohio 44114.

6. Copies of Agreement of Merger. That a copy of the Agreement of Merger will be furnished by surviving corporation, on request and without cost, to any stockholder of National City or any shareholder of FOA.

7. Authorized Capital Stock. That, as of the date hereof, the authorized capital stock of FOA consists of 200,000,000 shares of common stock, \$10.00 par value per share, and 10,000,000 shares of preferred stock, without par value.

8. Effective Time. That the merger will be effective at 4:51 p.m., Eastern Standard Time, on March 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on this thirty-first day of March, 1998.

National City Corporation

By:

  
David A. Daberko, Chairman