

MRO
6-11-99

06-16-1999



101068632

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

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)?

Name: National City Corporation

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

Street Address:

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): 1,779,831

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

RECORDED
JUN 11 1999
COMM-FEDERAL RESERVE BANK

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. 19-4880
 (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 June 11, 1999
 Name Date

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

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.

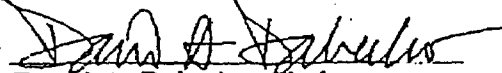
7. Authorized Capital Stock. That, as of the date hereof, the authorized capital stock of FOA consists of 200,000,000 shares of common stock, \$10.00 par value per share, and 10,000,000 shares of preferred stock, without par value.

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

State of Delaware
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.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0784371 8100M

981123046

AUTHENTICATION: 9002876
DATE: 03-31-98