

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:

"WELLS FARGO COMPANY, A DELAWARE CORPORATION,
WITH AND INTO "WFC HOLDINGS CORPORATION" UNDER THE NAME OF
"WFC HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:33
O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2938552 8100M

AUTHENTICATION:

9386099

981422610

DATE:

11-04-98

TRADEMARK
REEL: 001922 FRAME: 0843

CERTIFICATE OF MERGER

of

WELLS FARGO & COMPANY

With and Into

WFC HOLDINGS CORPORATION

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Wells Fargo & Company	Delaware
WFC Holdings Corporation	Delaware

SECOND: That an agreement and plan of merger (the "Merger Agreement") between the parties to the merger herein certified (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 name of the surviving corporation of the Merger is WFC Holdings Corporation.

FOURTH: That the Certificate of Incorporation of WFC Holdings Corporation, a Delaware corporation which will survive the Merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is 420 Montgomery Street, San Francisco, California 94104.

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 5:00 p.m.
Eastern Standard Time on the date of its filing with the Secretary of State of the State of
Delaware.

Dated: November 2 . 1998

WFC Holdings Corporation

BY: 
Name: Richard M. Kovacevich
Title: President

ATTEST:

BY: 
Name: Laurel A. Holschuh
Title: Secretary

EXPLANATION OF MERGER AND NAME CHANGE

On November 2, 1998, Wells Fargo & Company merged into WFC Holding Corporation, a subsidiary of Norwest Corporation. The surviving corporation of this merger is WFC Holding Corporation. Also on November 2, 1998, Norwest Corporation amended its Certificate of Incorporation to change its name to Wells Fargo & Company.

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "NORWEST CORPORATION", CHANGING ITS NAME FROM "NORWEST CORPORATION" TO "WELLS FARGO & COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:34 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

0251212 8100

981423273

AUTHENTICATION:

9386109

DATE:

11-04-98

TRADEMARK
REEL: 001922 FRAME: 0847

NORWEST CORPORATION
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

We, Stanley S. Stroup, Executive Vice President, and Laurel A. Holschuh, Secretary, of Norwest Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify:

FIRST: That by unanimous written consent of the Board of Directors of the Corporation duly adopted on September 8, 1998, resolutions were adopted proposing an amendment, as hereinafter set forth, of the Restated Certificate of Incorporation of the Corporation, declaring the advisability of such amendment, and directing that the amendment be presented for the consideration of the stockholders of the Corporation at a special meeting of such stockholders.

SECOND: That at the special meeting of all such stockholders entitled to vote on the amendment hereinafter set forth, held on October 20, 1998, and called in accordance with the relevant provisions of the General Corporation Law of the State of Delaware, the holders of a majority of the outstanding shares of common stock of the Corporation voted in favor of such amendment, as hereinafter set forth, to the Restated Certificate of Incorporation of the Corporation.

THIRD: The aforesaid amendment to the Restated Certificate of Incorporation shall become effective at 5:01 p.m. Eastern Standard Time on the date of its filing with the Secretary of State of the State of Delaware.

FOURTH: That there has been duly adopted, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, an amendment of the Restated Certificate of Incorporation of the Corporation, as follows:

1. Article **FIRST** shall be amended to state in its entirety:

FIRST: The name of this corporation is Wells Fargo & Company.

IN WITNESS WHEREOF, NORWEST CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Stanley S. Stroup, its Executive Vice President, and attested by Laurel A. Holschuh, its Secretary, this 2nd day of November, 1998.

NORWEST CORPORATION

(Corporate Seal)

By: Stanley S. Stroup
Executive Vice President

ATTEST:

Laurel A. Holschuh
Secretary