

9-2-99

Form PTO-1594 (Adapted)
3-13-96

09-07-1999

U.S. DEPARTMENT OF COMMERCE
Patent & Trademark Office



To the Honorable Commissioner of

101136469

attached original documents or copy thereof.

1. Name of conveying party(ies):
CENTRAL BANCSHARES OF THE SOUTH, INC.

Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: COMPASS BANCSHARES, INC.
Address: P.O. Box 10566
City BIRMINGHAM State ALABAMA ZIP 35296

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

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: 11/03/93

4(a). Trademark Application No.(s):
 Additional numbers attached? Yes No

4(b). Trademark Registration No.(s): 1,119,802

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name Anthony B. Askew, Esq.
 Address: JONES & ASKEW, LLP
2400 Monarch Tower
3424 Peachtree Road, N.E.
Atlanta, Georgia 30326

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) enclosed: \$ 40.00

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8. 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

I certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, DC 20231, on August 31, 1999.

Anthony B. Askew August 31, 1999
 Name of Person Signing Signature Date

Attorney Docket No: 03720-8002 Total number of pages including cover sheet: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks
 Box Assignments
 Washington, DC 20231

TRADEMARK
 REEL: 001953 FRAME: 0218

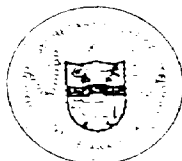
State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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 "CENTRAL BANCSHARES OF THE SOUTH, INC." FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 1993, AT 8:31 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4137579

DATE:

11/08/1993

REEL: 001953 FRAME: 0219

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

CENTRAL BANCSHARES OF THE SOUTH, INC.

(Originally Incorporated under the name "Central and State National Corporation of Alabama" on December 8, 1970.)

Central Bancshares of the South, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Central Bancshares of the South, Inc. resolutions were duly adopted setting forth the proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for the presentation of the proposed amendment to shareholders of the Corporation at a special meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article 1 of the corporation's Restated Certificate of Incorporation be revised to read as follows:

"1. Name. The name of the corporation is COMPASS BANCSHARES, INC. (hereinafter referred to as the "Corporation")."

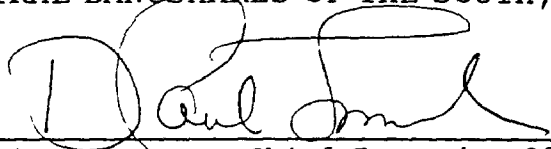
SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Central Bancshares of the South, Inc. has caused this certificate to be executed by D. Paul Jones, Jr., as Chairman, Chief Executive Officer, and President and attested by Jerry W. Powell, as Secretary, this the 3rd day of November, 1993.

CENTRAL BANCSHARES OF THE SOUTH, INC.

By: 
Its: Chairman, Chief Executive Officer,
and President

ATTEST:


Its: Secretary

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, Barbara S. Edmond, a Notary Public
in and for said county in said state, hereby certify that
D. Paul Jones, Jr., as Chairman, CEO + President,
and Gerry W. Powell, as Secretary
of Central Bancshares of the South, Inc., a Delaware corporation,
whose names in such capacities are signed to the foregoing
instrument, and who are known to me, acknowledged before me on this
day that being informed of the contents of the instrument, they, as
such officers and with full authority, executed the same
voluntarily for and as the act and deed of said Corporation, and
that the facts contained therein are true.

Given under my hand this 3 day of November,
1993.

Barbara S. Edmond
Notary Public

My Commission Expires: 9-8-95