

REC 9-8-99

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

1. Name of conveying party(ies):

NationsBank Corporation

- Individual(s)
- General Partnership
- Corporation-State North Carolina
- Other

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

2. Name and address of receiving party(ies)

Name: NationsBank Corporation

Internal Address:

Street Address: 101 South Tryon Street

City: Charlotte State: NC ZIP: 28255

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

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

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 25, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE "A"

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Martha Gayle Barber, Esq.
ALSTON & BIRD LLP

Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved:

24

7. Total fee (37 CFR 3.41).....\$ 615.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

(Attach duplicate copy of this page if paying by deposit account)

09/09/1999 NTHA11 00000176 75624403

01 FC:481
02 FC:482

40.00 OP
575.00 OP

DO NOT USE 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.

Martha Gayle Barber
Name of Person Signing

Martha Gayle Barber
Signature

9-1-99
Date

Total number of pages including cover sheet, attachments, and document:

9

SCHEDULE "A"

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>FILED</u>
AMERICA – BLOCK BY BLOCK	75/624,403	8-21-98
B OF A	75/562,871	10-1-98
BANK OF AMERICA	75/562,872	10-1-98
HOME EQUITY PARTNERS	75/528,953	7-31-98
KNOWLEDGE CHANNEL	75/511,520	7-1-98
MAKE A DIFFERENCE	75/332,054	7-28-97
MERCHANT EAGLS	75/550,335	9-9-98
MICROCASH	75/535,084	8-12-98
NATIONS MANAGED INDEX	75/484,929	5-14-98
NATIONSBANK AUTOMATED BUSINESS CENTER	75/497,682	6-8-98
NATIONSBANK CASH BACK	75/385,858	11-6-97
NATIONSBANK PLATINUM CASH BACK	75/385,857	11-6-97
NEIGHBORS & Hand Design	75/362,064	9-24-97
OPPORTUNITY STARTS HERE.	75/552,500	9-14-98

CLT01/4381771v1

CLT01/4381771v1

OPPORTUNITY. LET'S MAKE THE MOST OF IT.	75/545,451	9-1-98
PLATINUM PRIORITY	75/270,213	4-7-97
SELECTRACK	75/535,275	8-12-98
SMART TRUST	75/015,776	11-7-95
Stripes Design	75/556,064	9-21-98
Stripes Design	75/556,076	9-21-98
THE OPPORTUNITY IS YOURS.	75/550,143	9-9-98
Triangle Design	75/556,071	9-21-98
Triangle Design	75/556,070	9-21-98
VINSHIELD	75/554,438	9-17-98

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 MERGER, WHICH MERGES:

"NATIONSBANK CORPORATION", A NORTH CAROLINA CORPORATION, WITH AND INTO "NATIONSBANK (DE) CORPORATION" UNDER THE NAME OF "NATIONSBANK CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1998, AT 11:15 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9882896

DATE: 07-23-99

CERTIFICATE OF MERGER

of

NATIONSBANK CORPORATION

with and into

NATIONSBANK (DE) CORPORATION

Pursuant to Section 252 of the General Corporation Law of the State of Delaware ("Section 252"), NationsBank Corporation, a North Carolina corporation ("NationsBank"), and NationsBank (DE) Corporation, a Delaware corporation ("NationsBank (DE)"),

DO 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>
NationsBank Corporation	North Carolina
NationsBank (DE) Corporation	Delaware

SECOND: That an agreement of merger (the "Plan of Reincorporation Merger") 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 252 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the Merger is NationsBank (DE) Corporation, Delaware corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of NationsBank (DE) Corporation, except that Article 1 thereof shall be amended to read in full as follows: "The name of the Corporation is NationsBank Corporation."

FIFTH: That the executed Plan of Reincorporation Merger is on file at an office of the surviving corporation. The address of this office is NationsBank Corporate Center; 100 N. Tryon St.; Charlotte, North Carolina 28255.

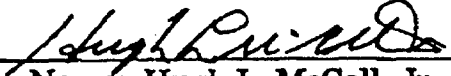
SIXTH: That a copy of the Plan of Reincorporation Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of NationsBank Corporation is 1,250,000,000 shares of common stock, without par value, and 45,000,000 share of preferred stock, without par value.

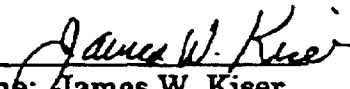
EIGHTH: That this Certificate of Merger shall be effective at 4:30 p.m. on September 25, 1998.

Dated: September 25, 1998

NationsBank (DE) Corporation

By: 
Name: Hugh L. McColl, Jr.
Title: Chairman and
Chief Executive Officer

ATTEST:

By: 
Name: James W. Kiser
Title: Secretary