

FORM PTO-1594 (Rev. 6-93) 10.25.99
OMB No. 0651-0011 (exp 4/94)

10-26-1999

COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ▼



To the Honorable Commission

101182668

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Barnett Banks, Inc.

2. Name and address of receiving party(ies)

Name: NB Holdings Corporation

Internal Address: _____

Street Address: 100 North Tryon Street

City: Charlotte State: NC ZIP: 28255

- Individual(s)
- General Partnership
- Corporation-State Florida
- Other _____

- Association
- Limited Partnership
- Corporation-State Delaware
- Other _____

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

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: January 9, 1998

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

A. Trademark Application No.(s)

Appl. No. 75/392,963 - LOANAMERICA & Design

B. Trademark Registration No.(s)

Reg. No. 2,043,340 - LOAN LA AMERICA FINANCIAL CORPORATION & Des
Reg. No. 2,194,764 - LOAN AMERICA FINANCIAL CORPORATION

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: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

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)

10/25/1999 DNGUYEN 00000338 75392963

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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

October 19, 1999
Date

Total number of pages including cover sheet, attachments, and document: 6

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:

"BARNETT BANKS, INC.", A FLORIDA CORPORATION,
WITH AND INTO "NB HOLDINGS CORPORATION" UNDER THE NAME OF "NB HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 1998, AT 12 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2361372 8100M

AUTHENTICATION TRADEMARK 8857924

REEL: 001979 FRAME: 0196

CERTIFICATE OF MERGER

of

BARNETT BANKS, INC.

into

NB 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 is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Barnett Banks, Inc.	Florida
NB Holdings Corporation	Delaware

SECOND: That the Agreement and Plan of Merger, dated as of August 29, 1997, among NationsBank Corporation, a North Carolina corporation, and the parties to the merger (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation in the merger is NB Holdings Corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of NB Holdings Corporation.


FIFTH: That the executed Agreement 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 NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255.

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

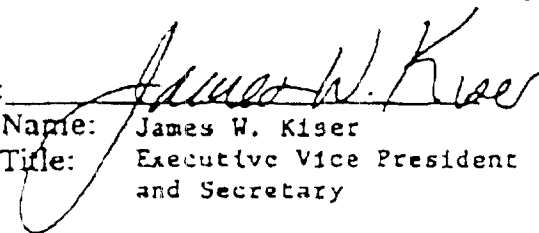
SEVENTH: That the authorized capital stock of Barnett Banks, Inc. consists of 400,000,000 shares of common stock, par value \$2.00 per share, and 20,000,000 shares of preferred stock, par value \$.10 per share.

January 9, 1998

NB HOLDINGS CORPORATION

BY: 
Name: Charles D. Loring
Title: Senior Vice President

ATTEST:

BY: 
Name: James W. Kiser
Title: Executive Vice President
and Secretary