

03-24-2000

Docket No.:

013575.214

2.14.00

Tab settings



101296777

Attached original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Signet Banking Corporation

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: November 28, 1997

2. Name and address of receiving party(ies):

Name: First Union Corporation

Internal Address: 3100 One First Union Ctr. (0630)

Street Address: 301 S. College Street

City: Charlotte State: NC ZIP: 28288

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,061,873

Additional numbers Yes No

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

Name: Karl S. Sawyer, Jr.

Internal Address:

Kennedy Covington Lobdell & Hickman, LLP

Bank of America Corporate Center, Suite 4200

Street Address: 100 North Tryon Street

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

DO NOT USE THIS SPACE

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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.

Karl S. Sawyer, Jr.
Name of Person Signing

Karl Sawyer
Signature

February 9, 2000
Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002038 FRAME: 0538

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

November 28, 1997

The State Corporation Commission finds the accompanying articles submitted on behalf of

FIRST UNION CORPORATION (A NC CORPORATION NOT QUALIFIED IN VA)

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

SIGNET BANKING CORPORATION

is merged into FIRST UNION CORPORATION (A NC CORPORATION NOT QUALIFIED IN VA), which continues to exist under the laws of NORTH CAROLINA with the name FIRST UNION CORPORATION (A NC CORPORATION NOT QUALIFIED IN VA). The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on November 28, 1997. at 11:55 PM.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20317
97-11-25-0094

**ARTICLES OF MERGER,
OF
FIRST UNION CORPORATION
a North Carolina corporation
AND
SIGNET BANKING CORPORATION
a Virginia corporation**

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, and Chapter 55, Article 11 of the General Statutes of North Carolina, hereby execute the following articles of merger and set forth:

ONE

The Agreement and Plan of Mergers by and among Signet Banking Corporation, Signet Bank, First Union Corporation and First Union National Bank, dated July 18, 1997, pursuant to which Signet Banking Corporation, a corporation incorporated and organized under the laws of the Commonwealth of Virginia, shall be merged with and into First Union Corporation, a corporation incorporated and organized under the laws of the State of North Carolina, is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

TWO

Action on the Plan of Merger by the shareholders of First Union Corporation was not required pursuant to Virginia Code § 13.1-718 G. and North Carolina G.S. 55-11-03 (g).

The Plan of Merger was submitted to the shareholders of Signet Banking Corporation by its Board of Directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and;

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger were:

Designation	No. of Outstanding Shares	No. of Votes
Common Stock	60,968,866	60,968,866
Preferred Stock	0	0

The total number of votes cast for, cast against and abstaining from the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger were:

Voting Group	Total No. of Votes Cast For the Plan of Merger	Total No. of Votes Cast Against the Plan of Merger	Total No. of Votes Abstaining From the Plan of Merger
Common Stock	44,485,967	259,549	91,967

and the number cast for the Plan of Merger by each voting group was sufficient for approval by that voting group.

THREE

The surviving corporation pursuant to the Plan of Merger shall be First Union Corporation, a corporation incorporated and organized under the laws of the State of North Carolina.

FOUR

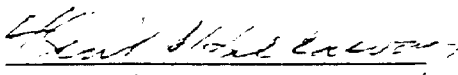
The Plan of Merger is permitted by the laws of the State of North Carolina, and First Union Corporation has complied with the laws of the State of North Carolina in effecting the merger. The Plan of Merger is permitted by the laws of the Commonwealth of Virginia, and Signet Banking Corporation had complied with the laws of the Commonwealth of Virginia in effecting the merger.

FIVE

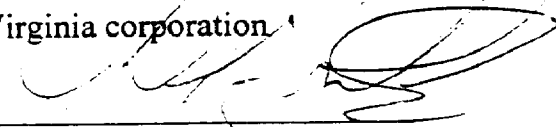
The Certificate of Merger shall become effective at 11:55 p.m. on Friday, November 28, 1997.

The undersigned declares that the facts herein stated are true as of November 25, 1997.

FIRST UNION CORPORATION,
a North Carolina corporation

By: 
Name: Kent S. Hathaway
Title: Senior Vice President

SIGNET BANKING CORPORATION
a Virginia corporation

By: 
Name: T. Gavlon Lavfield, III
Title: President and C.O.O.

STATE OF NORTH CAROLINA



Department of The
Secretary of State

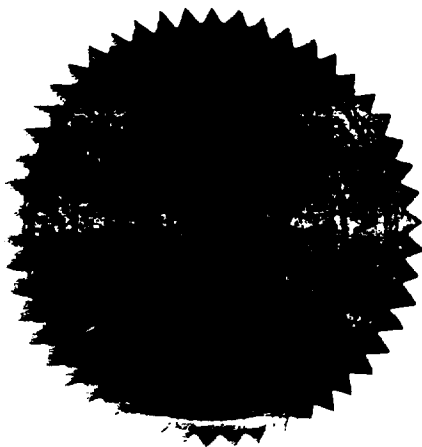
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER
OF
SIGNET BANKING CORPORATION
WITH AND INTO
FIRST UNION CORPORATION**

*the original of which was filed in this office on the 26th day of
November, 1997.*

*IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 26th day of November, 1997.*



Elaine F. Marshall

Secretary of State

TRADEMARK
REEL: 002038 FRAME: 0542

COPY

FILED

11:26 Am
NOV 26 1997

EFFECTIVE 11:55 PM 11/28/97
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

973309023 STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

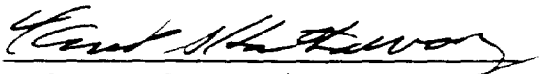
ARTICLES OF MERGER

First Union Corporation, a North Carolina corporation ("Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging (the "Merger") Signet Banking Corporation, a Virginia corporation (the "Merged Corporation"), with and into the Surviving Corporation:

1. Attached hereto as Exhibit 1 is a copy of the Agreement and Plan of Mergers (the "Merger Agreement").
2. The attached Merger Agreement was duly approved and adopted in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the board of directors of the Surviving Corporation. Pursuant to N.C. Gen. Stat. §55-11-03, the stockholders of the Surviving Corporation are not required to approve the Merger Agreement or the Merger.
3. The attached Merger Agreement was duly adopted in the manner prescribed by the laws of the Commonwealth of Virginia by the board of directors of the Merged Corporation. The Merger is permitted by the laws of the Commonwealth of Virginia, the Merged Corporation has complied with such laws, and the Merger was approved by the stockholders of the Merged Corporation as required by such laws.
4. These Articles of Merger will be effective at 11:55 p.m. on November 28, 1997.

This 26th day of November, 1997.

FIRST UNION CORPORATION

BY: 
Kent S. Hathaway
Senior Vice President