

09-18-2000

8.16.00

Form PTO-1-31-92



ON FORM COVER SHEET  
REMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101458792

Remarks: Please record the attached original documents or copy thereof.

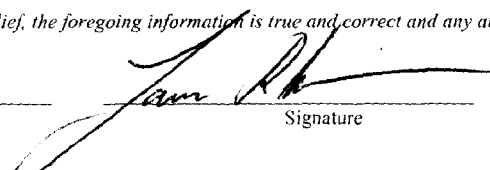
<p>1. Name: <u>101458792</u></p> <p>BankBoston Corporation 100 Federal Street Boston, MA 02110</p> <p>Individual(s) Association General Partnership Limited Partnership X Corporation Massachusetts Other: _____ Additional name(s) of conveying party(ies) attached? X Yes No</p> <p>3. Nature of conveyance: Assignment X Merger Security Agreement Change of Name Other: _____ Execution Date: <u>10/1/99</u></p>	<p>2. Name and address of receiving party(ies): Name: Fleet Boston Corporation Internal Address: _____ Street Address: 100 Federal Street City: Boston State: MA Zip: 02110</p> <p>Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ X Corporation Rhode Island 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) &amp; address(es) attached? : Yes No</p>
--	--

<p>4. Application number(s) or registration numbers(s): A. Trademark Application No.(s) see attached</p>	<p>B. Trademark Registration Nos. see attached <u>1995283</u></p>
--	---

Additional numbers attached? X Yes No	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lawrence R. Robins, Esq. Internal Address: Hinckley, Allen &amp; Snyder, LLP Street Address: 28 State Street City: Boston State: MA Zip: 02109</p>	<p>6. Total number of applications and registrations involved: [ 120 ]</p> <p>7. Total fee (37 CFR 3.41) \$3,015.00 X Enclosed Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>

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.*

Lawrence R. Robins, Esq.  Signature 8/14/00 Date

Total number of pages comprising cover sheet [ 1 ]

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

09/18/2000 DNGUYEN 00000247 1995253

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

01 FC:481 40.00 DP  
02 FC:442 2975.00 DP

Public burden reporting for this cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

309169v1

TRADEMARK  
REEL: 002137 FRAME: 0280

Name of additional conveying party:

Fleet Financial Group, Inc.  
A Rhode Island corporation  
One Federal Street  
Boston, MA 02211

BankBoston Corporation merged into Fleet Financial Group, Inc.; surviving entity is  
**Fleet Boston Corporation**

<b>Mark</b>	<b>Serial No. / Reg. No.</b>
100% HOME EQUITY LOAN (AND DESIGN)	1995253
1784 (AND DESIGN)	2236025
1784 BANCOSTON (AND DESIGN)	75/264010
1784 BANCOSTON (AND DESIGN)	75/264011
1784 FUNDS	1967164
ACCESS ADVANTAGE	2146605
AM FAX	2024993
BANK OF BOSTON	1290001
BANK OF BOSTON OPTIMIZER	2201708
BANKBOSTON	2200183
BANKBOSTON (AND DESIGN)	2196282
BANKBOSTON (AND DESIGN)	2201811
BANKBOSTON (AND DESIGN)	2196276
BANKBOSTON CONNECTOR	2234832
BANKBOSTON HOME BANKING	75/303056
BANKBOSTON HOMELINK	75/296322
BANKBOSTON X-PRESS CHECK	75/303306
BOSTON 1784 FUNDS	75/605820
BOSTON 1784 FUNDS (AND DESIGN)	2335098
BOSTONET	1477985
BOSTONPLUS	2173810
BUSINESS FOCUS	2065472
BUSINESS FOCUS LEASE	75/557207
CAPITAL FOCUS	2075827
CHECK DETECT	2276260
CORPORATE ONE	1803906
CORPORATE ONE (AND DESIGN)	1792206
CREDITPRESERVER	2191615
DESIGN (INDIAN)	603405
DESIGN (INDIAN)	615486
DESIGN (INDIAN)	604340
DESIGN (INDIAN)	603139
DESIGN (SAIL)	1258839
DESIGN (SAIL)	1263189
DESIGN (SAIL)	1263188
DESIGN (SAIL)	1258840
DESIGN (SAIL)	1260204
EAGLE DOLLARS	2053445
EAGLE PLAN	2089838
EAGLEFUNDING	2145894
EASY BUSINESS	2077213

EASY BUSINESS 401(K)	2205179
EASY BUSINESS BANKING	2161165
EASY BUSINESS SWEEP	2165253
EXCELLENCE IN PARTNERIZATION	2138420
FIRST STEP PERSONAL LOAN	1773170
FIRST STEP PROPERTY IMPROVEMENT LOAN	1773171
FLEET	1258836
FLEET (AND DESIGN)	2206517
FLEET 1 <sup>ST</sup> .	2274946
FLEET ALL-STARS	75/698115
FLEET ALL-STARS (AND DESIGN)	75/698116
FLEET BANK	75/653637
FLEET BUSINESS CREDIT EXPRESS	2257905
FLEET BUSINESS CREDIT PLUS	2259929
FLEET CREDIT LINE	1253183
FLEET EASY INVESTMENT OPTION	2271042
FLEET FINANCIAL SOLUTION CENTER	75/679233
FLEET FLAGSHIP	2231393
FLEET FLASHTRACK	2121335
FLEET HOMEPERK	75/309630
FLEET MUNICASH	2165316
FLEET ONE	1454621
FLEET ONE CLASSIC	2273793
FLEET ONE GOLD	2271745
FLEET PC BANKING	2202612
FLEET PC BANKING	2161795
FLEET PC BANKING (AND DESIGN)	2165715
FLEET PC BANKING (AND DESIGN)	2199515
FLEET PC BANKING FOR BUSINESS	2259837
FLEET PC BANKING FOR BUSINESS	2211776
FLEET PC BANKING FOR BUSINESS (AND DESIGN)	2209741
FLEET PC BANKING FOR BUSINESS (AND DESIGN)	2251821
FLEET PLUS	2089340
FLEET PORTFOLIO IRA	2156601
FLEET READY WHEN YOU ARE (AND DESIGN)	2172871
FLEET SECURITIES (AND DESIGN)	2105041
FLEET SELECT	2089395
FLEET'S ON-TIME REWARD	2128898
FLEETBOSTON	75/719481
FLEETCENTER	2137669
FLEETCENTER (AND DESIGN)	2204178
FLEETPAY	75/677365
FLEETWORKS	2140281
GALAXY FUNDS	75/658915
GALAXY FUNDS (AND DESIGN)	75/657174

HOME FLEET HOME	2097795
INCITY	1890164
INDIAN HEAD BANK	1359644
LINKAGE	2270218
MULTI-GENERATIONAL IRA	2155158
MULTIPAY	75/532531
MUNICIPAL ADVISOR	1966032
MUSEUMS ON US!	2299631
MUTUAL MART	75/617511
NEW WAYS TO GIVE CREDIT WHERE CREDIT IS DUE	2034087
NORSTAR	1302040
PORTFOLIO 50	1492572
PRECISION SWEEP	75/264009
READY WHEN YOU ARE	2172870
READY!SET!CLOSE!	75/541611
ROBERTSON STEPHENS	75/705778
RS INVESTMENT MANAGEMENT	75/705781
RS INVESTMENT TRUST	75/705777
SHAWMUT	604341
SHAWMUT (STYLIZED)	601762
SHAWMUT (STYLIZED)	601765
SHAWMUT INVESTMENT ADVISORS	1913741
SMARTCENTS	2343870
SOMETHING BETTER	1062932
STOREFRONTS@FLEET	75/506340
THE BEST WAY TO WALL STREET	2042065
THE RILEY REPORT	1856454
TRADE KEY	1455088
TRADE TRENDS	75/799326
TREASURYSELECT	2093232
TRISAIL	75/713339
WE LIBERATE DATA FROM PAPER	2138422
WE'RE SPREADING OUR WINGS	2153010
WOMEN ENTREPRENEURS' CONNECTION	2253710



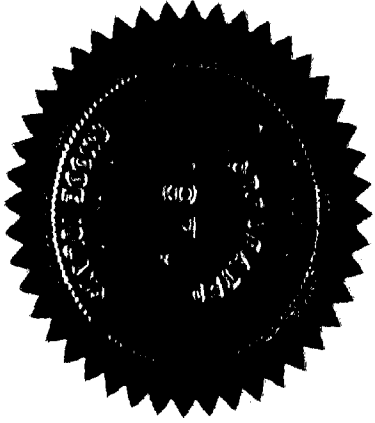
*FleetBoston Financial*

Certificate of an Assistant Secretary

I, the undersigned, Janice B. Liva, HEREBY CERTIFY THAT:

1. I am a duly elected, qualified and acting Assistant Secretary of FleetBoston Financial Corporation, a Rhode Island corporation (the "Corporation"), and in that capacity, have access to and authority to certify to the corporate books and records of the Corporation.
2. Effective as of April 25, 1997, Bank of Boston Corporation, a Massachusetts corporation, changed its name to **BankBoston Corporation**, as evidenced by a copy of the Articles of Amendment attached hereto as **Exhibit A**.
3. Effective as of October 1, 1999, BankBoston Corporation merged with and into Fleet Financial Group, Inc., a Rhode Island corporation, under the name **Fleet Boston Corporation**, as evidenced by a copy of the Articles of Merger attached hereto as **Exhibit B**.
4. Effective as of April 18, 2000, Fleet Boston Corporation changed its name to **FleetBoston Financial Corporation**, as evidenced by a copy of a certificate of name change attached hereto as **Exhibit C**.
5. To the best knowledge of the undersigned, there is not pending or, to the knowledge of the undersigned, threatened, any proceeding which brings into question the validity of the aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the  
Corporation this 12<sup>th</sup> day of May, 2000.



*Janice B. Liva*  
\_\_\_\_\_  
Janice B. Liva  
Assistant Secretary

EXHIBIT B

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
*Office of the Secretary of State*

*James R. Langevin, Secretary of State*

*Date: October 8, 1999*

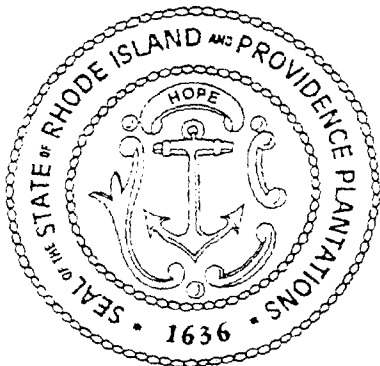
**FLEET BOSTON CORPORATION**  
*(214 Pages)*

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE  
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

*James R. Langevin*

*Secretary of State*

By *Debra Antipelli*







STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

Fleet Financial Group, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Fleet Financial Group, Inc. (business corporation, Rhode Island) and BankBoston Corporation (business corporation, Massachusetts).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Fleet Financial Group, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: Fleet Boston Corporation

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: Not Applicable

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) 9:00 a.m. October 1, 1999

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Fleet Financial Group, Inc.	569,256,931		
BankBoston Corporation	297,032,755		

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Fleet Financial Group, Inc.	453,606,921	6,562,703			
BankBoston Corporation	234,258,865	8,124,929			

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders. Not applicable

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation. Not applicable

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

.....

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED. Not applicable**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.
- .....

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: Not applicable

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate. Not applicable

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Fleet Financial Group, Inc.

Print Entity Name

By: [Signature]  
Name of person signing

Executive Vice President  
Title of person signing

By: Drew S. Phirman  
Name of person signing Drew S. Phirman

Assistant Secretary  
Title of person signing

STATE OF Massachusetts  
COUNTY OF Suffolk

In Boston MA, on this 28<sup>th</sup> day of September, 1999, before me personally appeared Drew S. Phirman who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature: Sandra E. McSorley]  
Notary Public  
My Commission Expires: 1-10-03

Print Entity Name

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

STATE OF Massachusetts  
COUNTY OF Suffolk

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: Not applicable

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate. Not applicable

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Print Entity Name

By: Name of person signing Title of person signing

By: Name of person signing Title of person signing

STATE OF Massachusetts
COUNTY OF Suffolk

In , on this day of , before me personally appeared who, being duly sworn, declared that he/she is the of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public
My Commission Expires:

SEP 30 1999

BankBoston Corporation

Print Entity Name

By: Peter J. Manning Executive Vice President
Name of person signing Title of person signing

By: Gary A. Spiess Clerk
Name of person signing Title of person signing

STATE OF Massachusetts
COUNTY OF Suffolk

In Boston, MA, on this 29th day of September, 1999, before me personally appeared Mary A. Spiess who, being duly sworn, declared that he/she is the Clerk of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

DORNA M. ROWAN
Notary Public
My Commission Expires: October 18, 2001

66, 114 45 E OF JES

RECEIVED
SECRETARY OF STATE