

05-23-2001

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commission

101726140

1 original documents or copy thereof.

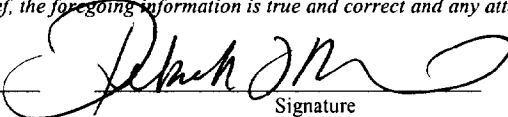
<p>1. Name of conveying party(ies): Fleet Financial Group, Inc. One Federal Street Boston, MA 02211</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation – Rhode Island  <input type="checkbox"/> Other: _____  Additional name(s) of conveying party(ies) attached? Yes    X No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment                              X Merger  <input type="checkbox"/> Security Agreement                      X Change of Name  <input type="checkbox"/> Other: _____  Execution Date: 10/1/99</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><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation – Rhode Island  <input type="checkbox"/> Other: _____  If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes    <input type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? :    <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration numbers(s): A. Trademark Application No.(s) <b>MEP 5-18-01</b></p>	<p>B. Trademark Registration No. 2069887</p>

Additional numbers attached?  Yes    X No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Deborah L. Benson, 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: [ 1 ]</p> <p>7. Total fee (37 CFR 3.41) \$40 X Enclosed <b>400</b> <input type="checkbox"/> 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>
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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.*

Deborah L. Benson, Esq.  Signature    May 16, 2001 Date

Total number of pages comprising cover sheet [ 1 ]

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

EXHIBIT B

*James R. Langevin, Secretary of State*

*Date: October 8, 1999*

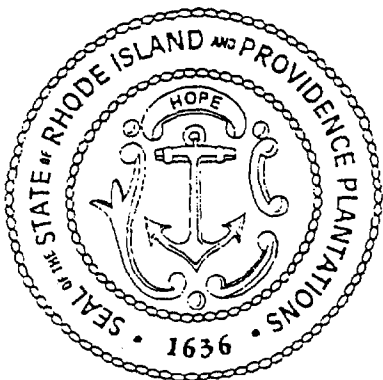
**FLEET BOSTON CORPORATION**  
*(214 Pages)*

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

*James R. Langevin*

*Secretary of State*

*By Richard Antoselli*





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

<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>
<u>Fleet Financial Group, Inc.</u>	<u>569,256,931</u>		
<u>BankBoston Corporation</u>	<u>297,032,755</u>		

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>
<u>Fleet Financial Group, Inc.</u>	<u>453,606,921</u>	<u>6,562,703</u>			
<u>BankBoston Corporation</u>	<u>234,258,865</u>	<u>8,124,929</u>			

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: [Signature]  
Name of person signing Drew S. Pirman

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. Pirman 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]  
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

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.

Donna M. Rowan  
Notary Public  
My Commission Expires: October 18, 2001

SEP 30 1999

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

RECORDED: 05/18/2001

TRADEMARK  
REEL: 002301 FRAME: 0057