

08-14-2001

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

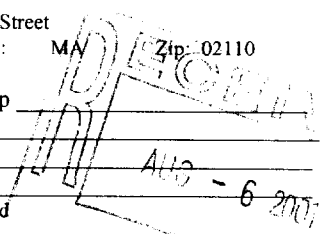
To the Honorable Commission

ed original documents or copy thereof.
of receiving party(ies):

1. Name of conveying party(ies):
BankBoston Corporation 8-6-01
100 Federal Street
Boston, MA 02210
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Massachusetts
 Other: _____
Additional name(s) of conveying party(ies)
attached? Yes No
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: 10/1/99

101810582

Name: Fleet Boston Corporation
Internal Address: _____
Street Address: 100 Federal Street
City: Boston State: MA Zip: 02110
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 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) & address(es) attached? Yes No



4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)
B. Trademark Registration No. 2234777

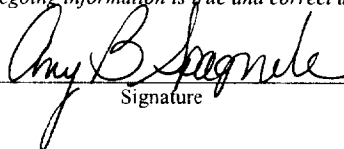
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning
document should be mailed:
Name: Deborah L. Benson, Esq.
Internal Address: Hinckley, Allen & Snyder, LLP
Street Address: 28 State Street
City: Boston State: MA Zip: 02109

6. Total number of applications and
registrations involved: [1]
7. Total fee (37 CFR 3.41) \$40
X Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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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.
Amy B. Spagnole, Esq.  8/2/01
Signature Date

Total number of pages comprising cover sheet [1]

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

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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

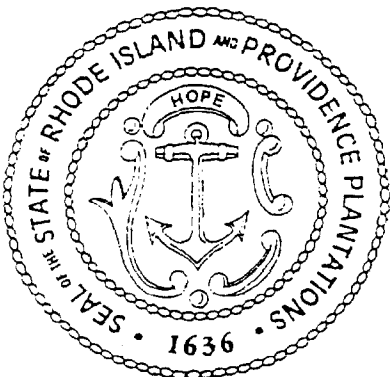
FLEET BOSTON CORPORATION
(214 Pages)

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

James R. Langevin

Secretary of State

By *Carlino Antopelli*





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 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:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
<u>Fleet Financial Group, Inc.</u>	<u>business corporation</u>	<u>Rhode Island</u>
<u>BankBoston Corporation</u>	<u>business corporation</u>	<u>Massachusetts</u>

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

TRADEMARK

<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.
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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] Drew S. Phirman Name of person signing

Assistant Secretary Title of person signing

STATE OF Massachusetts COUNTY OF Suffolk

In Boston MA, on this 28th 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] Sandia 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 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:
DONNA M. ROWAN, Notary Public
My Commission Expires October 18, 2001

SEP 30 11 54 AM '99

RECEIVED
SECRETARY OF STATE

RECORDED: 08/06/2001