

10-28-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Central Carolina Bank and Trust Company

8.6.02

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

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

2. Name and address of receiving party(ies)

Name: National Commerce Financial Corporation
Internal
Address: One Commerce Square

Street Address: _____
City: Memphis State: TN Zip: 38150

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Tennessee
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 7, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,037,046

Additional number(s) attached Yes No

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

Name: Richard E. Jenkins

Internal Address: Jenkins & Wilson, P.A.

Suite 1400 University Tower, 3100 Tower Boulevard

Durham NC 27707

Street Address: _____

City: _____ State: _____ Zip: _____

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

8. Deposit account number:

50-0426

(Attach duplicate copy of this page if paying by deposit account)

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.

Richard E. Jenkins Richard E Jenkins 8-6-02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2605 FRAME: 0799

Attachment for Recordation Form Cover Sheet Trademarks Only (Form PTO-1594)

Continuation of Item 4. Additional Application Number(s) or Registration Number(s)

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,770,426 and 2,070,729

**ARTICLES OF MERGER
BETWEEN
NATIONAL BANK OF COMMERCE
AND
CENTRAL CAROLINA BANK AND TRUST COMPANY**

Pursuant to Section 48-21-101, *et seq.* of the Tennessee Business Corporation Act (the "Act"), National Bank of Commerce, a national banking association with its headquarters in Tennessee ("NBC"), and Central Carolina Bank and Trust Company, a North Carolina state chartered banking corporation ("CCB"), hereby adopt the following Articles of Merger for the purpose of merging CCB with and into NBC.

1. The Agreement to Merge is set forth in Exhibit A, attached hereto and incorporated herein for all purposes into these Articles of Merger, the same as if fully copied and set forth at length.

2. As to NBC, a national banking association with its headquarters at One Commerce Square, Memphis, Tennessee, the Agreement to Merge and the transactions contemplated thereby were submitted for a vote at a meeting duly held by its Board of Directors and duly adopted by a majority of its Board of Directors on July 18, 2001.

3. As to Central Carolina Bank & Trust, a North Carolina state chartered banking corporation, the Agreement to Merge and the transactions contemplated thereby were submitted for a vote at a meeting duly held by its Board of Directors and duly adopted by a majority of its Board of Directors on July 17, 2001.

4. National Commerce Financial Corporation, a Tennessee corporation registered as a bank holding company, joined the Agreement to Merge to evidence the approval of the sole shareholder of both institutions, NBC and CCB. National Commerce Financial Corporation approved this Plan of Merger and the transactions contemplated hereby at a meeting duly held by its Board of Directors and duly adopted by a majority of its Board of Directors on August 21, 2001.

4. The merger will be effective at 10:00 p.m. CST, on December 31, 2001.

Executed this 1 day of December, 2001.

NATIONAL BANK OF COMMERCE

By: William R. Reed, Jr.
William R. Reed, Jr, Chairman

CENTRAL CAROLINA BANK AND TRUST COMPANY
a North Carolina corporation

By: Richard Furr
Richard Furr, President

NATIONAL COMMERCE FINANCIAL CORPORATION

By: William R. Reed, Jr.
William R. Reed, Jr., Chief Operating Officer

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER
BUSINESS CORPORATION

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two business corporations.

1. The name of the surviving corporation is National Bank of Commerce, a national banking association organized under the laws of the United States and headquartered in the State of Tennessee; the name of the merged corporation is Central Carolina Bank and Trust Company, a North Carolina state banking corporation organized under the laws of North Carolina.
2. Attached is a copy of the Agreement to Merge that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (*check either a or b, as applicable*):
 - a. ___ Shareholder approval was not required for the merger.
 - b. X Shareholder approval was required for the merger, and the merger was approved by National Commerce Financial Corporation, as sole shareholder of National Bank of Commerce.
4. With respect to the merged corporation (*check either a or b, as applicable*):
 - a. ___ Shareholder approval was not required for the merger.
 - b. X Shareholder approval was required for the merger, and the plan of merger was approved by the shareholder as required by Chapter 55 of the North Carolina General Statutes. The merger was approved by the National Commerce Financial Corporation, as sole shareholder of Central Carolina Bank and Trust.
5. These articles will be effective upon filing, unless a delayed date and/or time is specified: 11:00 p.m., EST, December 31, 2001.

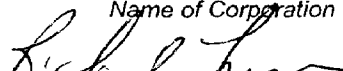
This is the 5th day of December, 2001.

National Bank of Commerce
Name of Corporation


Signature

Bill Reed, Chairman,
Type or Print Name and Title

Central Carolina Bank and Trust Company
Name of Corporation


Signature

Richard Furr, President
Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

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2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1
(Revised May 1998)

(Form B-04)

CORPORATIONS DIVISION

300 N. SALISBURY STREET

RALEIGH, NC 27603-5909

RECORDED: 08/06/2002

**TRADEMARK
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