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02-10-2003

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

Tab settings

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To the Honorable Commissioner of Patents and Trademarks and original documents or copy thereof.

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

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: December 7, 2001

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

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

Name of Person Signing

Richard E. Jenkins Signature 8-6-02 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

**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.  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.  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 5<sup>th</sup> day of December, 2001.

National Bank of Commerce  
*Name of Corporation*

*William A. Gray*  
*Signature*

Bill Reed, Chairman,  
*Type or Print Name and Title*

Central Carolina Bank and Trust Company  
*Name of Corporation*

*Richard Furr*  
*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.

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

CORPORATIONS DIVISION

300 N. SALISBURY STREET

(Form B-04)  
RALEIGH, NC 27603-5909