

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Central Carolina Bank and Trust Company

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

Citizenship (see guidelines) _____

Execution Date(s) December 7, 2001

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: National Commerce Financial Corporation

Internal

Address: One Commerce Square

Street Address: _____

City: Memphis

State: TN

Country: _____ Zip: 38150

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Tennessee
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,299,871

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Richard E. Jenkins

Internal Address: Jenkins, Wilson & Taylor, P.A.

University Tower Suite 1400

Street Address: 3100 Tower Boulevard

City: Durham

State: NC Zip: 27707

Phone Number: (919) 493-8000

Fax Number: (919) 419-0383

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-0426

Authorized User Name _____

9. Signature:



Signature

9-2-04

Date

Richard E. Jenkins

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 500426 1299871

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 §55-11-06 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 5th day of December, 2001.

National Bank of Commerce
Name of Corporation

William R. 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 1999).

CORPORATIONS DIVISION

300 N. SALISBURY STREET

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

TRADEMARK