

Trademark	Registration Number	Registration Date
Zip Leg	1686530	5/12/1992
Spencer's	0529689	8/29/1950
Spencer's	1657461	9/17/1991
(DESIGN ONLY)	1173365	10/31/1981
Cross Fire	1897056	5/30/1995
Spencer's Plus Design	1896285	5/30/1995
Wee Bear	2137888	2/17/1993
Teddy Bear Design	2084151	7/29/1997

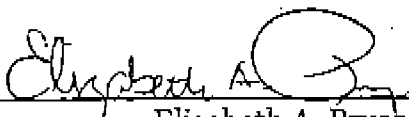
ASSISTANT SECRETARY'S CERTIFICATE
OF
BANK OF AMERICA, NATIONAL ASSOCIATION

I, Elizabeth A. Pryor, an Assistant Secretary of Bank of America, National Association, a duly organized national banking association (herein the "Association"), do hereby certify that:

1. **Fleet National Bank and BankBoston, N.A.**, through a merger legally effected in accordance with the provisions of the National Bank Act, as amended, and duly approved by the shareholders and Board of Directors of said banks and by the United States Comptroller of the Currency, merged effective March 1, 2000 under the charter and title of **BankBoston, N.A.** Attached hereto as Exhibit A is a true and correct copy of the official certification of such merger issued by the Office of the Comptroller of the Currency.
2. **BankBoston, N.A.** changed its name to **Fleet National Bank** effective March 1, 2000, which name change was duly filed with and approved by the United States Comptroller of the Currency.
3. Effective June 13, 2005, **Fleet National Bank**, Providence, Rhode Island, Charter Number 200, was merged into and under the charter and title of **Bank of America, National Association**, Charlotte, North Carolina, Charter Number 13044. Attached hereto as Exhibit B is a true and correct copy of the official certification of such merger issued by the Office of the Comptroller of the Currency.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said Association this 15th day of May 2006.

[SEAL]



Elizabeth A. Pryor
Assistant Secretary

EXHIBIT A

Comptroller of the Currency
Administrator of National Banks

Large Bank Licensing, MS 3-8
250 E Street, S.W.
Washington, DC 20219

February 29, 2000

Mr. William W. Templeton
Senior Counsel
Legal Department
Fleet Boston Corporation
Mail Stop: RI MO F18C
50 Kennedy Plaza
Providence, Rhode Island 02903

Dear Mr. Templeton:

This letter is the official certification of the Office of the Comptroller of the Currency ("OCC") of the merger of Fleet National Bank, Providence, Rhode Island, Charter Nr. 1338, into and under the charter of BankBoston, National Association, Boston, Massachusetts, Charter Nr. 200, with the resulting bank adopting the title of Fleet National Bank with its head office located in Providence, Rhode Island, effective March 1, 2000.

This letter also serves as the official authorization for Fleet National Bank, Charter Nr. 200, to operate the former head office of BankBoston, National Association as a branch at the following location:

Popular Name:	Federal Street Branch
Certificate Nr.:	117187A
Address:	100 Federal Street Boston, Massachusetts

Please furnish a copy of this certificate to personnel responsible for branch administration.

In the event of questions, please contact Senior Corporate Analyst Cindy L. Hausch-Booth at (202) 874-5060 or email: largebanks@occ.treas.gov.

Sincerely,

Richard T. Erb
Licensing Manager

Charter Number 200
Application Control Number 1999-ML-02-0032

