

10-02-1998

J.S. DEPARTMENT OF COMMERCE

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Patent and Trademark Office
Docket No. 12834-24009

MLD 9-28-98

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

<p>1. Name of conveying party(ies): NationsBanc Montgomery Securities, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other North Carolina</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: NationsBanc Montgomery Securities, Inc. Internal Address: NationsBank Corporate Center Street Address: 100 North Tryon Street City: Charlotte State: North Carolina ZIP: 28255-0065</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>December 9, 1997</u></p>	

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OPR/FINANCE

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Registration No.(s)

75/289,381

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Rochelle D. Alpert Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: 1</p> <p>7. Total fee (37 C.F.R. § 3.41): \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 12834-24009</p> <p>8. Deposit account number: <u>03-1952</u></p>
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The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: Rochelle D. Alpert *Rochelle D. Alpert* Sept 24, 1998
Signature Date

Total number of pages comprising cover sheet, attachments and document: 3

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

sf-577323

TRADEMARK
REEL: 1794 FRAME: 0657

CERTIFICATE OF MERGER

of

NATIONSBANC MONTGOMERY SECURITIES, INC.

Into

NATIONSBANC MONTGOMERY SECURITIES, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Domicile</u>
NationsBanc Montgomery Securities, Inc.	North Carolina
NationsBanc Montgomery Securities, Inc.	Delaware

SECOND: That a plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is NationsBanc Montgomery Securities, Inc.

FOURTH: That the Certificate of Incorporation of NationsBanc Montgomery Securities, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065.

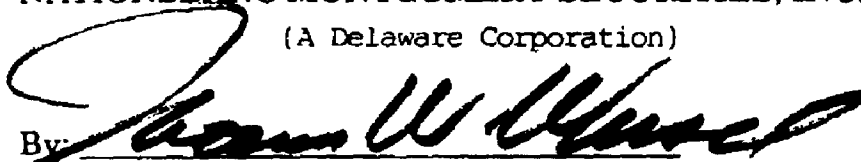
SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 11:58 p.m. on December 31, 1997.

Dated: December 9, 1997.

NATIONSBANC MONTGOMERY SECURITIES, INC.

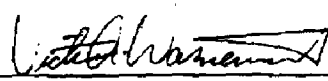
(A Delaware Corporation)

By: 

Name: Thomas W. Weisel

Title: Chairman and Chief Executive Officer

ATTEST:

By: 

Name: Victor A. Warnement

Title: Senior Vice President