

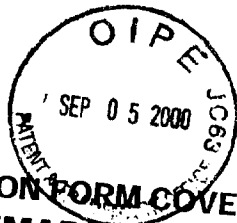
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FORM PTO-1618A
Expires 06/30/99

09-22-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

ORDINATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 9-5-00
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Name

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11 1 98

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Citizenship/State of Incorporation/Organization

Receiving Party

Name

Mark if additional names of receiving parties attached

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other

Citizenship/State of Incorporation/Organization

21/2000 NTHA11 00000367 EE38073

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Mail documents to be recorded with required cover sheet(s) information to the
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TRADEMARK
REEL: 002144 FRAME: 0292

Domestic Representative Name and Address

Enter for the first Receiving Party only.

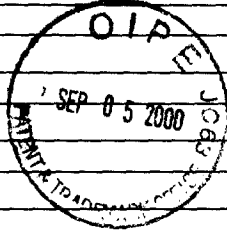
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,238,073"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Martha Gayle Barber
Name of Person Signing

Martha Gayle Barber
Signature

8-25-00
Date Signed

F.981019000177

CERTIFICATE OF MERGER

OF

NATIONSBANC AUTO LEASING, INC.

INTO

BTRAC LEASING CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

CT-07

CT-07

1. (a) The name of each constituent corporation is as follows: NationsBanc Auto Leasing, Inc. formed as The Oxford Plan, Inc., and BTRAC Leasing Corporation.

(b) The name of the surviving corporation is BTRAC Leasing Corporation

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights there of are as follows:

Name of Corporation	Designation and number of shares in each class or series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
NationsBanc Auto Leasing, Inc.	Class A Common 62,000,000	62,000,000	N/A
	Class B Common 8,000,000	8,000,000	N/A
	Preferred 10,000,000	10,000,000	N/A
BTRAC Leasing Corporation	Common 1,000	1,000	N/A

3. The merger was adopted by each constituent New York domestic corporation in the following manner:

As to NationsBanc Auto Leasing, Inc., by the written consent of the shareholders given in accordance with Section 615 of the Business Corporation Law, written notice having been duly given to nonconsenting shareholders as and to the extent required by such Section.

4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

BTRAC Leasing Corporation has complied with the applicable provisions of the laws of the State of Florida under which it is incorporated, and this merger is permitted by such laws.
5. The surviving corporation is BTRAC Leasing Corporation, a corporation of the State of Florida, incorporated on the 25th day of July, 1995, and which filed its application for authority to do business in the State of New York on the 5th day of January, 1996.
6. The date when the certificate of incorporation of NationsBanc Auto Leasing, Inc., formed as The Oxford Plan, Inc., was filed by the Department of State was the 5th day of August, 1974.
7. BTRAC Leasing Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 1633 Broadway, New York, NY 10019. Such address shall supersede any prior address designated as the address to which process shall be mailed.
8. BTRAC Leasing Corporation agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of

the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

9. Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York, which are now due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by each constituent domestic corporation. The report, if estimated, is subject to amendment. BTRAC Leasing Corporation hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

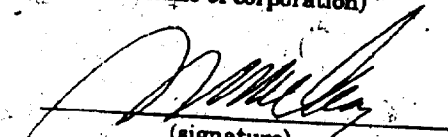
10. The merger shall be effective on the 1st day of November 1998.

NationsBanc Auto Leasing, Inc.


(signature)

John A. Danzi, President
(type name and title of person signing)

BTRAC Leasing Corporation
(name of corporation)


(signature)

John A. Danzi, President
(type name and title of person signing)

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C T CORPORATION

10:15-98 : 12:30PM

SENT BY: ATLANTA

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CT-07

CERTIFICATE OF MERGER
OF
NATIONSBANC AUTO LEASING, INC.
INTO
BTRAC LEASING CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

WMA
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 1 9 1998
TAX \$ 0
BY: JW
NEW YORK

NATIONSBANK
NATIONSBANK CORPORATE CENTER
NC1-007-25-01
100 N. TRYON STREET
CHARLOTTE, NC 28255

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