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09-22-2000
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION 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
- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11 1 98

Name

Formerly

2238073

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

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- 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.)

Citizenship/State of Incorporation/Organization

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09/21/2000 MTHAI1 00000387 2238073

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002144 FRAME: 0452

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"/>
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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

Signature

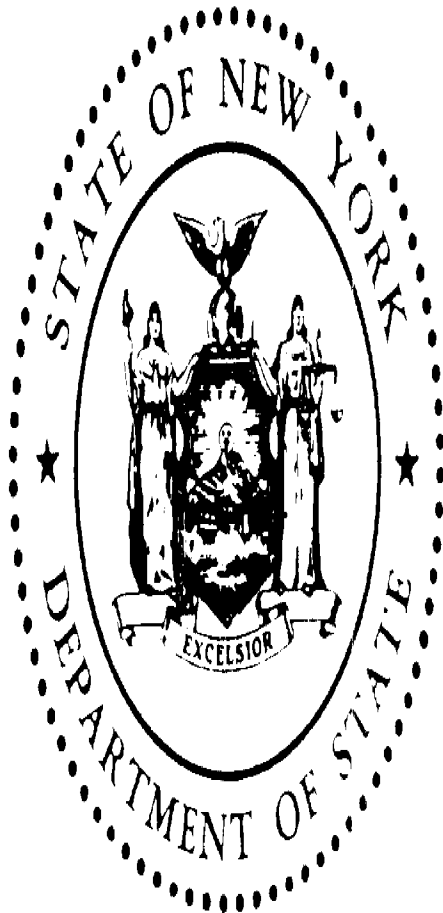
8-25-00

Date Signed

State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUN 26 2000



A handwritten signature in black ink, appearing to be "J. Clark", written in a cursive style.

Special Deputy Secretary of State

F990202000 018

**CERTIFICATE OF AMENDMENT OF
APPLICATION FOR AUTHORITY
OF
BTRAC LEASING CORPORATION**

UNDER SECTION 1309 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 1309 of the Business Corporation Law, the undersigned corporation hereby makes the following statements for the purpose of amending its Application for Authority.

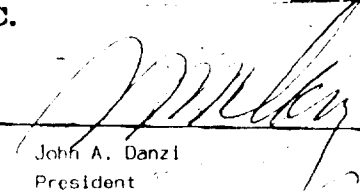
1. The name of the corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the Department of State, Division of Corporations, is BTRAC LEASING CORPORATION.
2. It is incorporated under the laws of Florida.
3. The date it was authorized to do business in New York was January 5, 1996.
4. The Application for Authority amended:

To change the name of the corporation from BTRAC LEASING CORPORATION to NATIONSBANC AUTO LEASING, INC.; said change having been effected under the laws of the jurisdiction of its incorporation on November 1, 1998

IN WITNESS WHEREOF, the corporation hereinbefore mentioned and described has caused this Certificate to be signed in its name by its President and the statements contained therein are affirmed as true under penalties of perjury.

**NATIONSBANC AUTO LEASING,
INC.**

By


John A. Danzi
President

... legal arbitrao

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** TOTAL PAGE.003.**

State of New York,
Banking Department

I, Sara A. Kelsey, Deputy Superintendent of Banks of the State of New York,
hereby approve, pursuant to the New York Business Corporation Law Section
301(a)(5)(B), as amended, the use of the word or a derivative of the word "bank" in the
name NATIONSBANC AUTO LEASING, INC.

Witness, my hand and official seal of the Banking Department at the City of New York,
this 15th day of January in the Year of our Lord
one thousand nine hundred and ninety-nine.

3

Sara A. Kelsey
Deputy Superintendent of Banks.

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CT-07

CERTIFICATE OF AMENDMENT
OF
BTRAC LEASING CORPORATION
UNDER SECTION 1309 OF THE
BUSINESS CORPORATION LAW

RECEIVED
FEB 2 8 48 AM '99

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
Feb 02 1999
FILED
TAX\$
BY: WES

NY

NationsBank Corporation
NCI-007-20-01
NationsBank Corporate Center
Charlotte, NC 28255

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BILLED

990202000 019

RECORDED: 09/05/2000

REEL: 002144 FRAME: 0458