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

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
7 23 99

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)

Address (line 3)

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignment, Washington, DC 20503

REEL: 002144 FRAME: 0459

**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

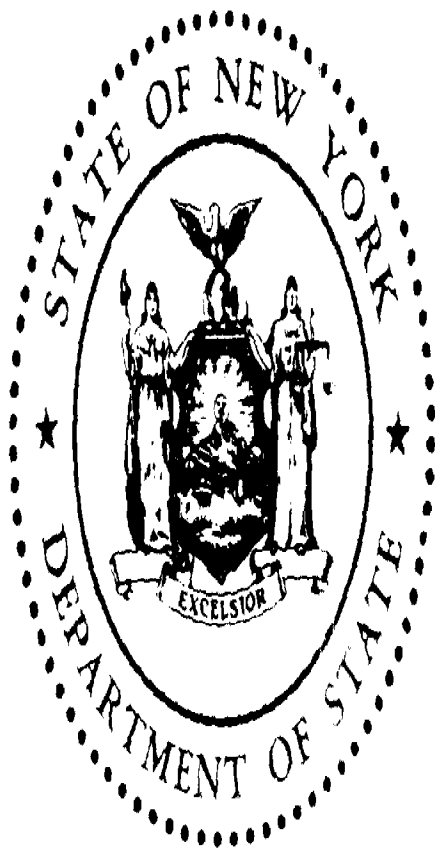
8-25-00

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 read "J. K. ...", written over a horizontal line.

*Special Deputy Secretary of State*

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**CERTIFICATE OF MERGER  
OF  
NATIONSBANC AUTO LEASING, INC. and  
NATIONSBANC DEALER LEASING, INC. and  
SEAFIRST AUTO LEASING, INC. and  
CENTREX RESOURCES CORP.**

**INTO  
BANCAMERICA AUTO FINANCE CORP.  
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW**

We, the undersigned, Patrick S. Doran, being the President of BancAmerica Auto Finance Corp., and Patrick S. Doran, being the President of NationsBanc Auto Leasing, Inc., and Patrick S. Doran, being the President of NationsBanc Dealer Leasing, Inc., and Edward J. Stark, being the President of Seafirst Auto Leasing, Inc., and John E. Mack, being the President of Centrex Resources Corp. hereby certify:

- 1. (a) The name of each constituent corporation is as follows:
  - NationsBanc Auto Leasing, Inc., a Florida corporation originally incorporated on July 25, 1995 under the name BTRAC Leasing Corporation, and qualified to transact business in New York on January 5, 1996; and
  - NationsBanc Dealer Leasing, Inc., a North Carolina corporation originally incorporated on September 29, 1992, and qualified to transact business in New York on June 27, 1994; and
  - Seafirst Auto Leasing, Inc., a Washington corporation originally incorporated on December 27, 1993 under the name LAD Northwest, Inc., and not qualified to transact business in New York; and
  - Centrex Resources Corp., a New York corporation originally incorporated on May 20, 1993 under the name Trexar Capital Corp.
- (b) The name of the surviving corporation is BancAmerica Auto Finance Corp., a Delaware corporation originally incorporated on December 22, 1997 under the name Security Pacific Credit Corp., and subsequently renamed Security Pacific Auto Finance Corp., and qualified to transact business in New York on March 12, 1984.

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

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
BancAmerica Auto Finance Corp.	10 Common	10 Common	10 Common
NationsBanc Auto Leasing, Inc.	1,000 Common	1,000 Common	1,000 Common
NationsBanc Dealer Leasing, Inc.	1,000 Common	1,000 Common	1,000 Common
Seafirst Auto Leasing, Inc.	2,500 Common	2,500 Common	2,500 Common
Centrex Resources Corp.	10 Common	10 Common	10 Common

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

As to Centrex Resources Corp., 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:

(a) BancAmerica Auto Finance Corp. has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws.

(b) NationsBanc Auto Leasing, Inc. 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.

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(c) NationsBank Dealer Leasing, Inc. has complied with the applicable provisions of the laws of the State of North Carolina under which it is incorporated, and this merger is permitted by such laws.

(d) Seafirst Auto Leasing, Inc. has complied with the applicable provisions of the laws of the State of Washington under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is BancAmerica Auto Finance Corp., a corporation of the State of Delaware, incorporated on the 22<sup>nd</sup> day of December, 1977, and which filed its application for authority to do business in the State of New York on the 17<sup>th</sup> day of March, 1984.

6. (a) The date when the certificate of incorporation of Centrex Resources Corp. was filed by the New York Department of State was the 20<sup>th</sup> day of May, 1993.

(b) The date when the certificate of incorporation of NationsBanc Auto Leasing, Inc. was filed by the Florida Department of State was the 25<sup>th</sup> day of July, 1995, and its application for authority to conduct business in the State of New York was filed on the 5<sup>th</sup> day of January, 1996.

(c) The date when the articles of incorporation of NationsBanc Dealer Leasing, Inc. were filed by the North Carolina Department of State was the 29<sup>th</sup> day of September, 1992, and its application for authority to conduct business in the State of New York was filed on the 27<sup>th</sup> day of June, 1994.

(d) The date when the articles of incorporation of Seafirst Auto Leasing, Inc. were filed by the Washington Secretary of State was the 27<sup>th</sup> day of December 1973. Seafirst Auto Leasing, Inc. is not qualified to conduct business in New York.

7. BancAmerica Auto Finance Corp. 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 consolidated 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 post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 1351 Town Center Drive, Las Vegas, NV 89134. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. BancAmerica Auto Finance Corp. 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

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

9. Each constituent domestic corporation 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 (or consolidation) has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. BancAmerica Auto Finance Corp. 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 23<sup>rd</sup> day of July, 1999.

11. These Articles of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together, shall constitute one and the same instrument.

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IN WITNESS WHEREOF, we have signed this certificate on the 1<sup>st</sup> day of June, 1999,  
and we affirm the statements contained therein as true under penalties of perjury.

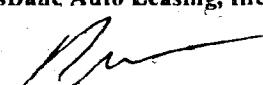
**BancAmerica Auto Finance Corp.**

  
By: Patrick S. Doran, President

**Seafirst Auto Leasing, Inc.**

By: Edward J. Stark, President

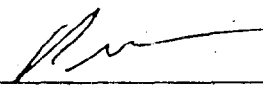
**NationsBank Auto Leasing, Inc.**

  
By: Patrick S. Doran, President

**Centrex Resources Corp.**

By: John E. Mack, President

**NationsBank Dealer Leasing, Inc.**

  
By: Patrick S. Doran, President

5



IN WITNESS WHEREOF, we have signed this certificate on the 1<sup>st</sup> day of June, 1999,  
and we affirm the statements contained therein as true under penalties of perjury.

**BancAmerica Auto Finance Corp.**

By: Patrick S. Doran, President

**Seafirst Auto Leasing, Inc.**

By: Edward J. Stark, President

**NationsBanc Auto Leasing, Inc.**

By: Patrick S. Doran, President

**Centrex Resources Corp.**

By: John E. Mack, President

**NationsBanc Dealer Leasing, Inc.**

By: Patrick S. Doran, President

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OF  
NATIONSBANC AUTO LEASING, INC. and  
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CENTREX RESOURCES CORP.  
INTO  
BANCAMERICA AUTO FINANCE CORP.  
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

HY

Return Filing Receipt to:

Brenda Mareski, Legal Department  
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Charlotte, NC 28255

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 19 1999 7/19/99

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