

Document Number Only

F92000000271

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002940198--3

-07/23/99--01060--017

*****35.00 *****35.00

Nations Credit Distribution Finance, Inc.

None

Changing name to:

Bank of America Specialty Finance, Inc.

Change Amend

Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Fict. Filing

Photo Copies

Call if Problem

Will Wait

Merge

Mark

Other

Change of R.A.

UCC-1 UCC-3

CUS

After 4:30

Pick Up

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUL 23 PM 3:49

FILED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUL 23 PM 12:30

RECEIVED

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

JUL 23

Name Availability	7/23/99
Document Examiner	ADR
Updater	ADR
Verifier	
Acknowledgment	
W.P. Verifier	

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
99 JUL 23 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. NationsCredit Distribution Finance, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: North Carolina
3. Date authorized to do business in Florida: November 17, 1992

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 23, 1999

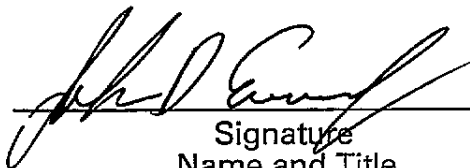
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Banc of America Specialty Finance, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title
John D. Evans, Jr., ^{Senior} Vice President

June 29, 1999

Date

STATE OF NORTH CAROLINA



Department of The
Secretary of State

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that the following is a listing of all changes in the corporate name of the corporation named below, insofar as disclosed by the records of this office:

Original name at date of incorporation or authorization:

NATIONSCREDIT COMMERCIAL CORPORATION

State of Incorporation: NC
Date of Incorporation or Authorization: 09 Nov 1992

Name Changes

Name Change was effected by

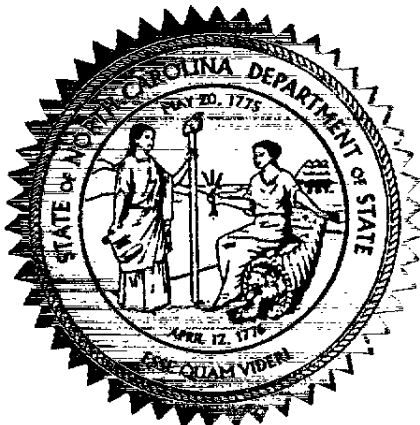
Document and date filed or issued:

Articles of Amendment
filed 27 Dec 1995
Articles of Amendment
filed 01 Nov 1997
Articles of Amendment
filed 23 Jul 1999

Name changed to:

NATIONSCREDIT COMMERCIAL
CORPORATION OF AMERICA
NATIONSCREDIT DISTRIBUTION
FINANCE, INC.
BANC OF AMERICA SPECIALITY
FINANCE, INC.

I **FURTHER CERTIFY** that this certificate is in compliance with North Carolina General Statutes 55-4-05 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the former name of the corporation appearing in the "Grantor" index and the amended name of the corporation appearing in the "Grantee" index.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of July, 1999.

Elaine F. Marshall

Secretary of State

Bank of America



Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Tel 704.386.1621
Fax 704.386.1670

March 25, 1999

Mr. Art Simon
Director, Division of Banking
Florida Department of Banking and Finance
101 E. Gaines Street, Fletcher Bldg., 6th Floor
Tallahassee, Florida 32399-0350

Re: Use of "Banc" or "Bank" in Company Name

Dear Mr. Simon:

This is to confirm our discussion during which we advised you that BankAmerica Corporation intends to change the name of many of its direct and indirect subsidiaries to reflect the new corporate brand, "Bank of America."¹ Accordingly, many of the subsidiaries of BankAmerica Corporation intend to change their name to include the prefix, "Bank of America" or "Banc of America."

We believe that the use of "Bank of America" or "Banc of America" in the corporate names of the subsidiaries of Bank of America Corporation will not lead the public to believe it is dealing with an insured depository institution. The proposed name of each company will not suggest that the company is engaged in banking.

If you have any questions regarding this proposal, please contact me at (704) 386-6834 or Scott A. Cammarn, Assistant General Counsel, at (704) 386-1613.

Sincerely,

Michael W. Briggs
Senior Counsel

cc: Scott A. Cammarn, Esq.

¹ As you are aware, BankAmerica Corporation (formerly, NationsBank Corporation) is a registered bank holding company currently doing business under the name "Bank of America Corporation," and anticipates changing its corporate name to "Bank of America Corporation" at its next annual shareholders meeting in April 1999. Similarly, BankAmerica Corporation's lead depository institution subsidiaries, NationsBank, N.A. and Bank of America NT&SA, intend to merge in July 1999 and adopt the name "Bank of America, N.A." These name changes also are being made to reflect the corporate brand - Bank of America.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

December 10, 1998

Scott A. Cammarn
Assistant General Counsel
NationsBank Corporation
Legal Department
NationsBank Corporate Center, NC1-007-20-01
Charlotte, NC 28255

Dear Mr. Cammarn:

Re: "Bank of America Securities LLC "

Reference is made to your letter/fax dated December 9, 1998, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of BankAmerica Corporation, a registered bank holding company.

As Section 855.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation to transact business in the State of Florida.

Sincerely,

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office