

Document Number Only
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C T Corporation System.

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900002665439-3
 -10/16/98--01052--010
 *****70.00 *****70.00

Bank America Corporation

Profit
 NonProfit
 Limited Liability Company
 Foreign

Amendment
 Dissolution/Withdrawal
 Annual Report
 Reservation
 Photo Copies
 Call if Problem
 Will Wait

Merger
 Mark
 Other UCC-1 / UCC-3/19
 Change of R.A.
 Fictitious Name
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 5, 1998

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

Dear Mr. Cammarn:

Re: "BankAmerica Corporation"

Reference is made to your letter/fax dated October 2, requesting approval of the above-referenced corporate name which will be a bank holding company of NationsBank Corporation.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "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/domestic 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) 488-1111

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BankAmerica Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 56 0906609
(FEI number, if applicable)

4. July 31, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 100 North Tryon St, Charlotte, North Carolina 28255
(Current mailing address)

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8. To engage on its own behalf, or through its subsidiaries, in activities closely related to banking.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

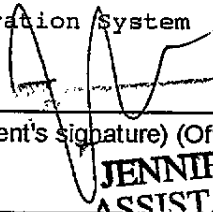
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James W. Kiser
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James W. Kiser, Secretary
(Typed or printed name and capacity of person signing application)

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DIRECTORS

Charles W. Coker
100 North Tryon Street
Charlotte, NC 28255

David A. Coulter
100 North Tryon Street
Charlotte, NC 28255

Timm Crull
100 North Tryon Street
Charlotte, NC 28255

Alan T. Dickson
100 North Tryon Street
Charlotte, NC 28255

Kathleen Feldstein
100 North Tryon Street
Charlotte, NC 28255

Paul Fulton
100 North Tryon Street
Charlotte, NC 28255

Donald Guinn
100 North Tryon Street
Charlotte, NC 28255

C. Ray Holman
100 North Tryon Street
Charlotte, NC 28255

W. W. Johnson
100 North Tryon Street
Charlotte, NC 28255

Walter Massey
100 North Tryon Street
Charlotte, NC 28255

Hugh L. McColl, Jr.
100 North Tryon Street
Charlotte, NC 28255

Richard Rosenberg
100 North Tryon Street
Charlotte, NC 28255

O. Temple Sloan, Jr.
100 North Tryon Street
Charlotte, NC 28255

Meredith R. Spangler
100 North Tryon Street
Charlotte, NC 28255

Michael Spence
100 North Tryon Street
Charlotte, NC 28255

Ronald Townsend
100 North Tryon Street
Charlotte, NC 28255

Solomon Trujillo
100 North Tryon Street
Charlotte, NC 28255

Jackie M. Ward
100 North Tryon Street
Charlotte, NC 28255

Virgil R. Williams
100 North Tryon Street
Charlotte, NC 28255

Shirley Young
100 North Tryon Street
Charlotte, NC 28255

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OFFICERS

Hugh L. McColl, Jr.
Chairman and Chief Executive Officer
100 North Tryon Street
Charlotte, NC 28255

David A. Coulter
President
315 Montgomery Street
San Francisco, CA 94104

James H. Hance, Jr.
Vice Chairman and Chief Financial Officer
100 North Tryon Street
Charlotte, NC 28255

James W. Kiser
Executive Vice President, Corporate Counsel and Secretary
100 North Tryon Street
Charlotte, NC 28255

Kenneth D. Lewis
President of Consumer and Commercial Banking
100 North Tryon Street
Charlotte, NC 28255

Michael J. Murray
President of Global Corporate and Investment Banking
315 Montgomery Street
San Francisco, CA 94104

Michael E. O'Neill
President of Principal Investing and Wealth Management
315 Montgomery Street
San Francisco, CA 94104

Raymond R. Peters
Treasurer
315 Montgomery Street
San Francisco, CA 94104

Gary S. Williams
Senior Vice President/Tax Officer
100 North Tryon Street
Charlotte, NC 28255

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANKAMERICA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9332706

DATE:

10-01-98