FILED
May 19, 1999 8:00 am
Secretary of State
05-19-1999 90018 001 *7,500.00

FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F98000005807
1. Corporation Name
BANKAMERICA CORPORATION

Principal Place of Business
100 NORTH TRYON ST.
CHARLOTTE NC 28255

Mailing Address
100 NORTH TRYON ST.
CHARLOTTE NC 28255

2. Principal Place of Business
2a. Mailing Address
21 401 N TRYON ST
CHARLOTTE NC 28255
22 401 N TRYON ST
CHARLOTTE NC 28255

3. Date Incorporated or Qualified
10/16/1998

4. FEI Number
56-0906609

5. Certificate of Status Desired
$8.75 Additional Fee Required

6. Election Campaign Financing
$5.00 May Be Added to Fees

7. This corporation owes the current year intangible
Personal Property Tax Yes No

8. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 City
84 Zip Code
FL 85

9. Name and Address of New Registered Agent

10. Name and Address of New Registered Agent

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent and agree to comply with the provisions of Section 607.0503, Florida Statutes.

SIGNATURE:

12. OFFICERS AND DIRECTORS

<table>
<thead>
<tr>
<th>TITLE</th>
<th>NAME</th>
<th>STREET ADDRESS</th>
<th>CITY-STATE-ZIP</th>
</tr>
</thead>
<tbody>
<tr>
<td>CD</td>
<td>MCCOLL JR, HUGH L</td>
<td>100 NORTH TRYON COURT CHARLOTTE NC</td>
<td></td>
</tr>
<tr>
<td>PD</td>
<td>COULTER, DAVID A</td>
<td>315 MONTGOMERY STREET SAN FRANCISCO CA</td>
<td></td>
</tr>
<tr>
<td>V</td>
<td>VFD</td>
<td></td>
<td></td>
</tr>
<tr>
<td>VS</td>
<td>KISER, JAMES W</td>
<td>100 NORTH TRYON STREET CHARLOTTE NC</td>
<td></td>
</tr>
<tr>
<td>T</td>
<td>PETERS, RAYMOND R</td>
<td>315 MONTGOMERY STREET SAN FRANCISCO CA</td>
<td></td>
</tr>
<tr>
<td>V</td>
<td>WILLIAMS, GARY S</td>
<td>100 NORTH TRYON STREET CHARLOTTE NC</td>
<td></td>
</tr>
</tbody>
</table>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

<table>
<thead>
<tr>
<th>1.1 TITLE</th>
<th>1.2 NAME</th>
<th>1.3 STREET ADDRESS</th>
<th>1.4 CITY-STATE-ZIP</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pres.</td>
<td>Kenneth D. Lewis</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sec.</td>
<td>James W. Kiser</td>
<td></td>
<td></td>
</tr>
<tr>
<td>VP</td>
<td>Duane L. Smith</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

Date 4-23-99

CITY PHONE # 104.388.3460