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

2. Principal Place of Business:
2a. Mailing Address:
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:
   Trust Fund Contribution: $5.00 May Be Added to Fees

7. This corporation owes the current year Intangible Personal Property Tax: Yes

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

9. Name and Address of New Registered Agent:
   Name: Kenneth D. Lewis
   Address: 100 NORTH TRYON ST
             CHARLOTTE NC

10. Officers and Directors:
    Title: McColl Jr., Hugh L
    Name: McColl Jr., Hugh L
    Street Address: 100 NORTH TRYON COURT
                    CHARLOTTE NC
    City, Zip: 28255

    Title: Coulter, David A
    Name: Coulter, David A
    Street Address: 315 MONTGOMERY STREET
                    SAN FRANCISCO CA
    City, Zip: 94108

    Title: Kiser, James W
    Name: Kiser, James W
    Street Address: 100 NORTH TRYON STREET
                    CHARLOTTE NC
    City, Zip: 28255

    Title: Peters, Raymond R
    Name: Peters, Raymond R
    Street Address: 315 MONTGOMERY STREET
                    SAN FRANCISCO CA
    City, Zip: 94108

    Title: Williams, Gary S
    Name: Williams, Gary S
    Street Address: 100 NORTH TRYON STREET
                    CHARLOTTE NC
    City, Zip: 28255

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 of the corporation.

12. Signature and Typed or Printed Name of Signing Officer or Director: Duane L. Smith

13. Signature Date: 4-23-99

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(a), 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: Duane L. Smith