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ACCOUNT NO. : 072100000032

REFERENCE : 851196 167868A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : June 10, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 851196-025

CUSTOMER NO: 167868A

CUSTOMER: Aprille M. Moore, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN FILINGS

NAME: FIRST CLEARING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

DIVISION OF CORPORATION

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**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:*

- 98 JUN 12 PM 2:09
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
1. First Clearing 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. North Carolina 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
 4. 4/20/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
 6. Upon filing for qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
 7. 301 S. College Street
Charlotte, NC 28288-0630
(Current mailing address)
 8. General Business
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)
 10. **Registered agent's 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 obligations of my position as registered agent.
Corporation Service Company
By: Deborah R. Skipper, as agent
(Registered agent's signature)

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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Director Donald A. McMullen, Jr.

Address: 301 S. Tryon Street
Charlotte, NC 28288

Director Robert T. Atwood

Address: 301 S. College Street
Charlotte, NC 28288

Director: Marion A. Cowell, Jr.

Address: 301 S. College Street
Charlotte, NC 28288

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Donald A. McMullen, Jr.

Address: 301 S. Tryon Street
Charlotte, NC 28288

Senior Vice President: Robert L. Andersen

Address: 301 S. College Street
Charlotte, NC 28288

Secretary: David Hebner

Address: 301 S. College Street
Charlotte, NC 28288

Treasurer: James H. Hatch

Address: 301 S. Tryon Street
Charlotte, NC 28288

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

13. _____

Robert L. Andersen

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

14. _____

Robert L. Andersen, Senior Vice President

(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

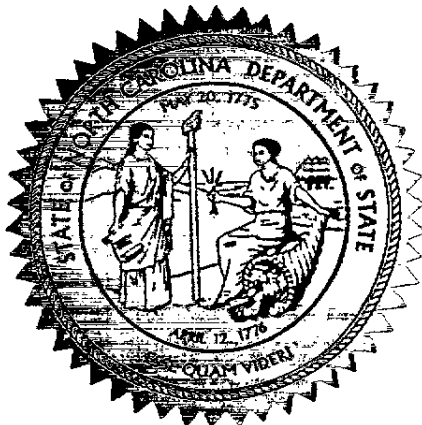
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

FIRST CLEARING CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 20th day of April, 1998, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of June, 1998.



Elaine F. Marshall

Secretary of State

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