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H07987

May 20, 1999

Via Federal Express

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 MAY 21 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Merger by
NationsBanc Investments, Inc. ("NBII")

200003882402--5
05/21/99 01070--001
*****78.75 *****78.75

Dear Sir/Madam:

In connection with the merger of BA Investment Services, Inc. with and into NationsBanc Investments, Inc., the surviving corporation, we are enclosing originally-executed Articles of Merger for filing with the Office of the Secretary of State of Florida and five conformed copies for stamping. As stated in the Articles of Merger, the Plan of Merger is attached to and made a part of the Articles of Merger and, thus, is included for filing purposes.

We have also included a check in the amount of \$78.75 (\$35 for each merging corporation and \$8.75 for a certified copy), payable to the "Secretary of State of Florida," to cover the filing fee of the Articles of Merger. If you have any questions, or require any additional information, please call me at (202) 857-1735.

EFFECTIVE DATE : Very truly yours,
7-12-99

William E. Donnelly

William E. Donnelly

*Merger
5-28-99
WES*

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

BA INVESTMENT SERVICES, INC., a Delaware corporation, 855407

INTO

NATIONSBANC INVESTMENTS, INC. which changed its name to

BANC OF AMERICA INVESTMENT SERVICES, INC., a Florida corporation,
H07987

File date: May 21, 1999, effective July 12, 1999

Corporate Specialist: Doug Spitler



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

February 23, 1999

Scott A. Cammarn
Assistant General Counsel
Bank of America Corporation
Legal Department
101 South Tryon Street
Charlotte, NC 28255

Dear Mr. Cammarn:

Re: "Banc of America Investment Services, Inc." -W99-4752

Reference is made to your letter/fax requesting approval of the above-referenced Corporate name which will be a wholly owned indirect subsidiary of BankAmerica Corporation (formerly NationsBank Corporation), Charlotte, North Carolina.

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", "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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 21 AM 9:38

FILED

ARTICLES OF MERGER

for the merger of

BA INVESTMENT SERVICES, INC., a Delaware Corporation

into

NATIONSBANC INVESTMENTS, INC., a Florida Corporation,

thereafter to be named,

BANC OF AMERICA INVESTMENT SERVICES, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

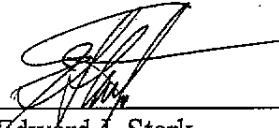
1. Annexed hereto and made a part hereof is the Plan of Merger for merging BA Investment Services, Inc., a Delaware corporation, with and into NationsBanc Investments, Inc., a Florida corporation.
2. The merger of BA Investment Services, Inc. with and into NationsBanc Investments, Inc. is permitted by the laws of the jurisdiction of organization of BA Investment Services, Inc and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of BA Investment Services, Inc. was May 19, 1999.
3. The sole shareholder of NationsBanc Investments, Inc. entitled to vote thereon approved and adopted the Plan of Merger by written consent given on May 19, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The surviving corporation in the merger is NationsBanc Investments, Inc., which will continue its existence as said surviving corporation under the name "Banc of America Investment Services, Inc." upon the effective date of said merger pursuant to the provisions of the laws of the State of Florida.
5. The Merger shall be effective at 12:01 a.m. on July 12, 1999.

EFFECTIVE DATE
7-12-99


FILED
99 MAY 21 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: May 20, 1999

NATIONSBANC INVESTMENTS, INC.

By: 
Name: Edward J. Stark
Title: Secretary

BA INVESTMENT SERVICES, INC.

By: 
Name: Edward J. Stark
Title: Secretary

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PLAN OF MERGER

Merging

BA INVESTMENT SERVICES, INC., a Delaware Corporation,

with and into

NATIONSBANC INVESTMENTS, INC., a Florida Corporation

PLAN OF MERGER (this "Plan") dated as of May 18, 1999 by and between NationsBanc Investments, Inc. ("NBII"), a Florida corporation, and BA Investment Services, Inc. ("BAIS"), a Delaware Corporation. NBII is a wholly-owned subsidiary of NationsBank, N.A., a national banking association and a wholly owned indirect subsidiary of Bank of America Corporation. BAIS is a wholly-owned subsidiary of Bank of America National Trust & Savings Association, a national banking association and a wholly-owned indirect subsidiary of Bank of America Corporation. Prior to the effective time of the Merger and pursuant to a stock purchase agreement between NationsBank, N.A. and Bank of America National Trust & Savings Association, BAIS shall become a wholly-owned subsidiary of NationsBank, N.A.

ARTICLE I

Definitions

1.1 Definitions. As used in this Plan, the following terms shall have the respective meanings set forth below:

"BAIS Common Stock" means the common stock, no par value, of BAIS.

"DGCL" means the Delaware General Corporation Law.

"Effective Date" means the effective date of the Merger.

"Effective Time" means the effective time of the Merger.

"FBCA" means the Florida Business Corporation Act.

"NBII Common Stock" means the common stock, par value \$20 per share, of NBII.

ARTICLE II

Terms of the Merger

2.1 Parties to the Merger. The names of the corporations to be merged are NationsBanc Investments, Inc. ("NBII") and BA Investment Services, Inc. ("BAIS"). At the Effective Time, BAIS shall merge with and into NBII ("the Merger") and the separate corporate existence of BAIS shall cease to exist. NBII shall survive the Merger, change its name to "Banc of America Investment Services, Inc.", and continue to exist as a Florida corporation.

2.2 Effective Time. The Merger shall become effective upon the occurrence of the filing of the Articles of Merger with the Florida Department of State (the "Department of State") in accordance with Section 607.1105 of the FBCA and the filing of the Certificate of Merger in the office of the Secretary of State of Delaware, in accordance with Section 252 of the DGCL, or such later date and time as may be set forth therein.

2.3 Effects of the Merger. The Merger shall have the effects prescribed in the FBCA and the DGCL.

2.4 Articles of Incorporation. The Articles of Incorporation of NBII immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving corporation, except that article one thereof, relating to the name of the corporation is hereby amended and changed so as to read at the Effective Time:

"The name of the corporation is Banc of America Investment Services, Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the FBCA.

2.5 Bylaws. The Bylaws of NBII in effect immediately prior to the Effective Time shall continue to be the Bylaws of the surviving corporation until amended or repealed in a manner provide by applicable law.

2.6 Directors and Officers of NBII. The directors and officers of NBII immediately after the Merger shall be the directors and officers of NBII immediately prior to the Effective Time, until such time as their successors shall be duly elected and qualified.

2.7 Adoption of Plan of Merger by Shareholders. This Plan was adopted by the sole Shareholder of NBII on May 19, 1999, pursuant to an Action by Written Consent. This Plan was adopted by the sole shareholder of BAIS on May 19, 1999, pursuant to an Action by Written Consent.

ARTICLE III

Manner and Basis of Converting Shares

3.1 Merger Consideration. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any person:

(a) *Outstanding NBII Common Stock.* The authorized capital stock of NBII is 1,000 shares of common stock, \$20.00 per value ("NBII Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by NationsBank, N.A. Each share of NBII issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding after the Merger.

(b) *Outstanding BAIS Common Stock.* The authorized capital stock of BAIS is 1,000 shares of common stock, no par value ("BAIS Common Stock"), of which ten (10) shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by Bank of America National Trust & Savings Association as of the date hereof. The

authorized capital stock of BAIS immediately prior to the Effective Time shall be canceled at the Effective Time and no consideration shall be issued in exchange therefor.

3.2 Rights as Stockholders; Stock Transfers. At the Effective Time, holders of BAIS Common Stock shall cease to be and shall have no rights as stockholders of BAIS. At the Effective Time, there shall be no transfers on the stock transfer books of NBII or BAIS of shares of NBII or BAIS Common Stock.

3.3 Cancellation of Shares. At the Effective Time, all the authorized, issued and outstanding shares of BAIS Common Stock shall be canceled. No consideration shall be issued in exchange for the issued and outstanding shares of BAIS Common Stock.

ARTICLE IV

Conditions to the Merger

4.1 Authorization of Merger. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the FBCA.

4.2.1 In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholder(s) entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

4.2.2 The Board of Directors and the proper officers of the non-surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ARTICLE V

Termination

5.1 Termination of Merger. The Boards of Directors of NBII or BAIS may terminate and abandon the Merger at any time prior to the Effective Time, subject to any contractual rights, without further shareholder action, in such manner as shall be agreed upon by such

Boards of Directors.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in counterparts by their duly authorized officers, all as of the day and year first written above.

NATIONSBANC INVESTMENTS, INC.

By: 
Name: Edward J. Stark
Title: Secretary

BA INVESTMENT SERVICES, INC.

By: 
Name: Edward J. Stark
Title: Secretary