

Document Number only

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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

NationsBanc Montgomery Securities LLC

Changing to: Banc of America Securities LLC

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|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment       | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement              |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> LLC      | <input type="checkbox"/> Name Registration          | <input type="checkbox"/> Change of RA       |
|  | <input checked="" type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies                | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem            | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait                  | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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Updater	Updater
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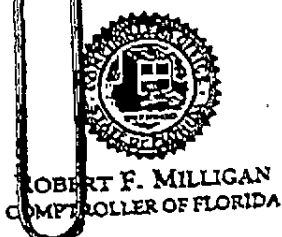
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99 MAY 25 PM 12:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

6/1/99

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99 JUN 1 PM 3:33



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

December 10, 1998

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

Dear Mr. Cammarn:

Re: "Bank of America Securities LLC"

Reference is made to your letter/fax dated December 9, 1998, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of BankAmerica Corporation, a registered bank holding company.

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

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99 JUN -1 PM 3:33

Bank of America



Bank of America Corporation  
Legal Department  
NC1-002-29-01  
101 South Tryon Street  
Charlotte, NC 28255

Tel 704.386.1621  
Fax 704.386.1670

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February 19, 1999

BY TELECOPY AND REGULAR MAIL

Mr. Art Simon  
Director, Division of Banking  
State of Florida  
Department of Banking and Finance  
101 E. Gaines Street  
Fletcher Bldg., 6<sup>th</sup> Floor  
Tallahassee, Florida 32399-0350

Re: Use of "Banc" in Company Name

Dear Mr. Simon:

This is to advise you that NationsBanc Investments, Inc. (the "Company"), an indirect subsidiary of BankAmerica Corporation, intends to change its name to "Banc of America Investment Services, Inc."<sup>1</sup> The Company is a direct subsidiary of NationsBank, N.A., a national banking association, and is a wholly owned indirect subsidiary of BankAmerica Corporation. The Company is a registered broker-dealer regulated by the Securities and Exchange Commission (the "SEC"), the Office of the Comptroller of the Currency (the "OCC"), and various state securities commissions, and is a member of the National Association of Securities Dealers (the "NASD"). The Company engages in securities brokerage and annuity sales, as well as other related activities. The Company does not take deposits or make loans.

The Company's ultimate parent, BankAmerica Corporation (formerly, NationsBank Corporation), is a registered bank holding company currently doing business under the name "Bank of America Corporation," and anticipates changing its corporate name to "Bank of America Corporation" at its next annual shareholders meeting in April 1999. Similarly, the Company's direct parent, NationsBank, N.A., intends to change its name to "Bank of America, N.A." in July 1999. These name changes are

<sup>1</sup> The Company is affiliated with another subsidiary that we have discussed with you, NationsBanc Montgomery Securities LLC, engaged in institutional brokerage and investment banking activities. As you will recall, in your letter dated December 10, 1998, you indicated that you would not object to the use of the word "Bank" in the proposed name "Bank of America Securities LLC" for NationsBanc Montgomery Securities LLC. Subsequently, NationsBanc Montgomery Securities LLC decided to adopt a slightly different name, "Banc of America Securities LLC."

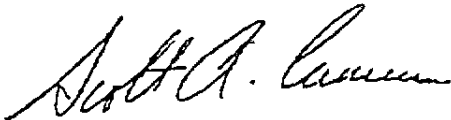
Mr. Art Simon  
February 19, 1999  
Page 2

being made to reflect the corporate brand - Bank of America. In anticipation of these changes, the Company intends to adopt the name "Banc of America Investment Services, Inc." in July 1999.

Given the nature of products and services offered by the Company and the extensive disclosures made by the Company in accordance with OCC, NASD and applicable state law requirements regarding the sale of nondeposit investment products by bank or bank holding company affiliates, we believe that there is little chance of the public believing that the Company is an insured depository institution. Moreover, the proposed name, "Banc of America Investment Services, Inc." itself clearly discloses that the Company is engaged in securities activities.

If you would like to discuss the proposed name change, please call me at (704) 386-1618 or Gerald P. Hurst, Associate General Counsel, at (704) 386-7751.

Sincerely,



Scott A. Cammarn  
Assistant General Counsel

cc: Gerald P. Hurst, Esq.

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**


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**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: NationsBanc Montgomery Securities LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 7, 1998

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? May 17, 1999
5. New name of the limited liability company: Banc of America Securities LLC  
  
(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)
6. If the amendment changes the period of duration, indicate new period of duration:  
  
\_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
  
\_\_\_\_\_
8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of a member or the authorized  
representative of a member

H. David Johnson

\_\_\_\_\_  
Typed or printed name of signee

Filing Fee: \$52.50

State of Delaware  
Office of the Secretary of State

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PAGE 1

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DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATIONSBANC MONTGOMERY SECURITIES LLC", CHANGING ITS NAME FROM "NATIONSBANC MONTGOMERY SECURITIES LLC" TO "BANC OF AMERICA SECURITIES LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 1999, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF MAY, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2829486 8100

991188858

AUTHENTICATION:

9740643

DATE:

05-12-99

ARTICLES OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
NATIONSBANC MONTGOMERY SECURITIES LLC

NATIONSBANC MONTGOMERY SECURITIES LLC, a limited liability company organized under the laws of Delaware (the "Company"), hereby executes the following Articles of Amendment (the "Amendment") pursuant to Section 18-202 of the Delaware code and Section 12.2(a) of the Limited Liability Company Agreement, for the purpose of amending its Certificate of Formation.

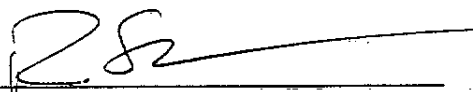
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1. Paragraph 1 is deleted in its entirety, and the following is substituted in lieu thereof:

"The name of the limited liability company is Banc of America Securities LLC."

2. The date of the adoption of the Amendment by the Board of Managers of the Company is May 3, 1999. The effective date of the Amendment is May 17, 1999 at 12:01 a.m.

IN WITNESS WHEREOF, these Articles of Amendment are signed by a duly authorized officer of the Company this 3<sup>rd</sup> day of May, 1999.

  
Robert T. Slaymaker, President,  
Chairman & Chief Executive

Officer