

Wachovia Bank, N.A.
1401 Main Street
Columbia, South Carolina 29226

WACHOVIA

P30709

February 13, 1998

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/17/98--01022--002
*****35.00 *****35.00

Re: Wachovia Auto Leasing Company
Amendment to Application for Authorization
to Transact Business in Florida

Dear Sir or Madam:

Please find enclosed an Amendment to Application for Authorization to Transact Business in Florida by Wachovia Auto Leasing Company. Also enclosed is our check in the amount of \$35.00. Please return the extra copy of the Amendment to Application to me in the envelope provided after it has been recorded.

Sincerely yours,



T. Parkin Hunter
Counsel
Direct Dial No. (803) 765-4045

TPH:ghm

Enclosure

N/C

VS FEB 19 1998

FILED
FEB 17 AM 10:15
SECRETARY OF REVENUE
TALLAHASSEE, FL 32314
98

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 FEB 17 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Wachovia Auto Leasing Company of Georgia
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. November 4, 1990
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 3, 1997
5. Wachovia Auto Leasing Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
(no change)
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
(no change)
New Jurisdiction

T. Parkin Hunter
Signature

February 13, 1998
Date

T. Parkin Hunter
Typed or printed name

Secretary
Title

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973650257
CONTROL NUMBER : 8726894
DATE INC/AUTH/FILED: 12/11/1987
JURISDICTION : GEORGIA
PRINT DATE : 12/31/1997
FORM NUMBER : 215

WACHOVIA BANK NA
PARKIN HUNTER
1401 MAIN ST.
COLUMBIA SC 29226-9003

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

WACHOVIA AUTO LEASING COMPANY
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 972520936
CONTROL NUMBER: 8726894
EFFECTIVE DATE: 09/03/1997
REFERENCE : 0086
PRINT DATE : 09/12/1997
FORM NUMBER : 412

WACHOVIA BANK, N.A.
T. PARKIN HUNTER
1401 MAIN STREET
COLUMBIA, SC 29226

CERTIFICATE OF MERGER AND NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
WACHOVIA AUTO LEASING COMPANY OF GEORGIA
a Georgia corporation

Changing its name to:
WACHOVIA AUTO LEASING COMPANY

Nonsurviving Entity/Entities:
WACHOVIA AUTO LEASING COMPANY OF NORTH CAROLINA
A North Carolina corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

972520936

ARTICLES OF MERGER
OF
WACHOVIA AUTO LEASING COMPANY OF NORTH CAROLINA
INTO
WACHOVIA AUTO LEASING COMPANY OF GEORGIA

Wachovia Auto Leasing Company of Georgia (the "Surviving Corporation"), a corporation organized under the laws of the State of Georgia, hereby submits these Articles of Merger for the purpose of merging Wachovia Auto Leasing Company of North Carolina (the "Merging Corporation"), a corporation organized under the laws of the State of North Carolina, into the Surviving Corporation:

I.

The merger and the Plan of Merger attached hereto as Exhibit A have been approved by the board of directors and the sole shareholder of each of the Merging Corporation and the Surviving Corporation and in compliance with Title 14 of the Official Code of Georgia Annotated.

II.

The merger will become effective at 12:01 a.m. on September 3, 1997 (the "Effective Time").

III.

The name of the Surviving Corporation is changed to Wachovia Auto Leasing Company as of the Effective Time.

Dated as August 27, 1997.

WACHOVIA AUTO LEASING COMPANY
OF GEORGIA

By: _____

Arnold D. Pernell

Its: Senior Vice President

SEP 3 4 29 AM '97

SECRETARY OF STATE

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SECRETARY OF STATE

Boh (5)

EXHIBIT A

PLAN OF MERGER

This Plan of Merger entered into between Wachovia Auto Leasing Company of Georgia (the "Surviving Corporation") and Wachovia Auto Leasing Company of North Carolina (the "Merging Corporation") this 27th day of August, 1997.

RECITALS:

WHEREAS, the Merging Corporation and the Surviving Corporation (jointly, the "Constituent Corporations") are wholly owned subsidiaries of Wachovia Bank, N.A.; and

WHEREAS, it is deemed desirable and in the best interests of each of the Merging Corporation and the Surviving Corporation to merge the Merging Corporation with and into the Surviving Corporation to effect certain operating and administrative economies and efficiencies, to the end that the Surviving Corporation may continue the same general business in a more effective manner.

NOW THEREFORE, for and in consideration of the mutual benefits to be derived from the merger of the Merging Corporation into the Surviving Corporation, each agrees as follows:

1. The Merging Corporation shall merge into the Surviving Corporation.
2. Until the completion of the merger, each of the Constituent Corporations shall continue to conduct its business without material change.
3. Pursuant to the General Statutes of North Carolina § 55-1-23(b) and the Official Code of Georgia Annotated § 14-2-12(b), the effective time of the merger (the "Effective Time") shall be 12:01 a.m. on September 3, 1997.
4. As of the Effective Time, the Merging Corporation's liabilities and assets of every nature shall become those of the Surviving Corporation by operation of law.
5. Any and all shares of the Merging Corporation's capital stock issued and outstanding at the Effective Time and any and all shares of the Merging Corporation's capital stock held as treasury shares by the Merging Corporation shall, as of the Effective Time and by virtue of the merger, be canceled and retired, and no consideration shall be issued in exchange therefor. Each share of common stock, \$5.00 par value per share (the "Common Stock"), of the Surviving Corporation, which is the only class of capital stock of the Surviving Corporation issued and outstanding, at the Effective Time shall continue unchanged as an outstanding share of Common Stock of the Surviving Corporation.
6. The name of the Surviving Corporation, as of the Effective Time, shall be Wachovia Auto Leasing Company.

7. With the exception of the change of the name of the Surviving Corporation to Wachovia Auto Leasing Company, the Articles of Incorporation, Bylaws, and officers of Wachovia Auto Leasing Company of Georgia, as presently constituted, shall continue as the Articles of Incorporation, Bylaws, and officers of the Surviving Corporation.


IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger to be effective as of the day and year first above written.

WACHOVIA AUTO LEASING COMPANY OF
GEORGIA

By: 
Arnold D. Pernell

Its: Senior Vice President

WACHOVIA AUTO LEASING COMPANY OF
NORTH CAROLINA

By: 
Arnold D. Pernell

Its: Senior Vice President

SECRETARY OF STATE
Aug 29 12 52 PM '97
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