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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: April 23, 1999

100002863841--8
-05/05/99--01017-023

TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State *****70.00 *****70.00

FROM: Wendy Capron, Division of Banking, Bureau of Financial Institutions, District 1

SUBJECT: NBD Bank - Article Amendment

The purpose of the attached article amendment is to change the bank's name from NBD Bank to Bank One, Florida, effective May 17, 1999. Please file this amendment and make the following distribution of certified copies:

(1) Return one (1) copy to:

Division of Banking
Bureau of Financial Institutions, District 1
Fletcher Building, Suite 636

(2) Mail three (3) copies to:

Sandra K. Walker
NBD Bank
1329 Venice Avenue East
Venice, Florida 34292

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9509.

Attachments

cc: Area Financial Manager, Tampa (with copy of articles to be filed)

EFFECTIVE DATE

5-17-99

*Amend & Name Change
NFS 5-5-99*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 27 PM 12:34

FILED

NBD Bank
611 Woodward Avenue
Detroit, Michigan 48226
Telephone: 313-225-3154
Facsimile: 313-225-2070

 Daniel T. Lis
Senior Vice President
Regional Counsel and Secretary

May 4, 1999

FEDERAL EXPRESS

Ms. Karon Beyer
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32311

Dear Ms. Beyer:

Thank you for taking the time this morning to share with me your concerns regarding the proposed change in the name of our subsidiary, NBD Bank to Bank One, Florida. NBD Bank is a wholly owned subsidiary of BANK ONE CORPORATION (formerly Banc One Corporation) which is the owner of the registered Bank One with number one trademark.

BANK ONE CORPORATION was formed through the merger of Banc One Corporation and First Chicago NBD Corporation, which was effective October 2, 1998. As we discussed, the owner of the mark remains the same and NBD Bank remains a wholly owned subsidiary of the mark's owner. There is no infringement issue. We therefore respectfully request that the processing of the name change be completed and that it become effective May 17, 1999.

I also appreciate your assistance in providing us the requisite forms to properly reflect the mark's ownership under Florida law.

Thank you for your prompt assistance. If you have any further questions or require any further documentation, please contact me.

Very truly yours,



Daniel T. Lis
Regional Counsel
BANK ONE CORPORATION

cc: Sandra Walker
Louise Hanchett

Subsidiary of BANK ONE CORPORATION

EFFECTIVE DATE

5-17-99

OFFICERS' CERTIFICATE
AMENDMENT OF
ARTICLES OF INCORPORATION OF
NBD BANK, VENICE, FLORIDA

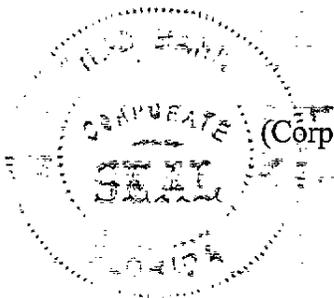
FILED
99 APR 27 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of NBD Bank, Venice, Florida do hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholder thereof, amendment to Article I of the Articles of Incorporation as set out herein, and that thereafter on the 23rd day of March, AD 1999, upon Waiver of Notice and Consent in Lieu of a Special Meeting of the Shareholder called in compliance with Section 607.1006, Florida Statutes, and with the Articles of Incorporation and Bylaws of said corporation the sole shareholder did by written consent approve the amendment to Article I of the Articles of Incorporation as set forth herein. There is only one class of stock, and a majority, which was sufficient for approval, approved the amendment changing the name of the corporation to Bank One, Florida and amending Article I of the Articles of Incorporation so that effective May 17, 1999, in lieu of its present language it shall read:

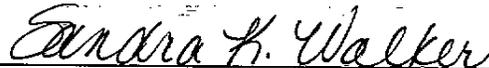
The name of the corporation shall be Bank One, Florida and its initial place of business shall be at 1320 Venice Avenue, in the City of Venice, in the County of Sarasota, and the State of Florida.



Frederick H. Gravelle, Treasurer



(Corporate Seal)



Sandra K. Walker, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of April, AD
19 99



Carol Jacob
Notary Public – State of Florida at
Large – My Commission Expires 7-14-02

Approved by the Department of Banking and Finance this 21st day of April,
19 99

Robert F. Milligan
ROBERT F. MILLIGAN
Comptroller of Florida