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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
97 JUL 14 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/14/97--01056--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

AB Acquisub, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

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CR2E031 (1-89)

**ARTICLES OF INCORPORATION  
OF  
NB ACQUISUB, INC.**

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1. The name of the corporation is NB Acquisub, Inc.
2. The street address of the initial principal office of the corporation is 400 N. Ashley Drive, Tampa, Florida 33602. The mailing address of the corporation is c/o NationsBank Corporation, 400 N. Ashley Drive, Mail Stop FL1-010-15-02, Tampa, Florida 33602.
3. The total number of shares of stock which the corporation shall have authority to issue is one thousand shares. These shares shall be all of one class, designated as common stock.
4. The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Kathleen Kloiber Koch	NationsBank Corporation 400 N. Ashley Drive Mail Stop FL1-010-15-02 Tampa, Florida 33602

The written statement of Kathleen Kloiber Koch, accepting appointment as registered agent of the corporation in accordance with Section 607.0501(3) of the Florida Statutes, is filed herewith as Exhibit A.

5. The name and mailing address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Joseph E. Helweg	NationsBank Corporation NationsBank Corporate Center 100 N. Tryon Street, NC1-007-20-01 Charlotte, NC 28255

6. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and mailing address of the initial director of the corporation is as follows:

NAME

MAILING ADDRESS

Frank L. Gentry

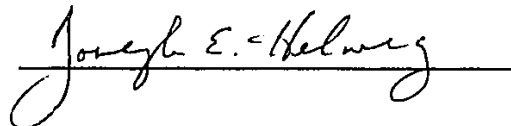
NationsBank Corporation  
NationsBank Corporate Center  
100 N. Tryon Street, NC1-007-33-02  
Charlotte, NC 28255

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

8. The directors, officers, employees and agents of the corporation shall be entitled to indemnification and advancement of expenses to the fullest extent permitted by law.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Business Corporation Act of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand this 10<sup>TH</sup> day of July, 1997.

  
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**EXHIBIT A**

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN  
SECTION 607.0501(3) OF THE FLORIDA STATUTES: KATHLEEN  
KLOIBER KOCH HEREBY CERTIFIES THAT SHE IS FAMILIAR WITH  
AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION  
607.0505 OF THE FLORIDA STATUTES.

DATED JULY *9th* 1997

  
Kathleen Kloiber Koch

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