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To the Honorable Commissioner of Patents and Trademarks, attached original documents of copy thereof

1. Name of conveying party(ies):

Barnett Banks, Inc.

- Individual(s)
- General Partnership
- Corporation-State Florida
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: NB Holdings Corporation

Internal Address:

Street Address: 100 North Tryon Street

City: Charlotte State: NC ZIP: 28255

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 9, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

SEE - SCHEDULE "A"

B. Trademark Registration No.(s)

SEE - SCHEDULE "B"

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Martha Gayle Barber, Esq.
Alston & Bird

Internal Address: P.O. Drawer 34009

Street Address: 1211 East Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved:

36

7. Total fee (37 CFR 3.41).....\$ 915.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

(Attach duplicate copy of this page if paying by deposit account)

07/13/1998 BNGUYEN 00000267 75735132

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

02 FC:482

875.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Martha Gayle Barber

Name of Person Signing

Martha Gayle Barber
Signature

July 1, 1998

Date

9

Total number of pages including cover sheet, attachments, and document:

SCHEDULE "A"

U.S. APPLICATIONS

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>FILED</u>
DESKTOP BANKING	74-735,132	September 28, 1995
SMART TRUST	75-015,776	November 7, 1995
IMAGE ADVANTAGE	75-258,342	March 17, 1997
BARNETT INVESTORS MORTGAGE	75-343,675	August 19, 1997
IDEAS FOR THE WAY YOU WORK	75-345,103	August 22, 1997
IDEAS FOR THE WAY YOU DO BUSINESS	75-345,112	August 22, 1997

SCHEDULE "B"

U.S. Registrations

<u>MARK</u>	<u>Registration No.</u>	<u>Registered</u>
SENIOR PARTNERS	1,334,688	May 7, 1985
BARNETT BANK (Stylized)	1,334,689	May 7, 1985
SP Design	1,335,896	May 14, 1985
CENTRIC	1,336,082	May 14, 1985
BARNETT IS FLORIDA'S BANK	1,348,510	July 9, 1985
SUPER CARD	1,525,571	February 21, 1989
SUPER TELLER	1,551,245	August 8, 1989
MORTGAGE ADVANTAGE	1,620,374	October 30, 1990
INVESTORS RESERVE	1,634,344	February 5, 1991
BARNETT	1,644,601	May 14, 1991
CREDITQUICK	1,644,604	May 14, 1991
EMPLOYEE ADVANTAGE	1,665,225	November 19, 1991
BARNETT CHARITABLE CHECKING	1,699,382	July 7, 1992
FAST TRACK BANKING	1,705,400	August 4, 1992
THE BARNETT CONNECTION	1,755,698	March 2, 1993
EDGE ACCOUNT	1,767,646	April 27, 1993
QUICKSTOP	1,778,478	June 22, 1993
BUSINESS SUPERPHONE	1,830,564	April 12, 1994
REPO PLUS	1,850,867	August 23, 1994

ACE & Design	1,862,060	November 8, 1994
SUPERPAY	1,894,693	May 16, 1995
YOUR BANK FOR LIFE	1,947,978	January 16, 1996
EASY L/C	2,025,124	December 24, 1996
SUPER FAST BANKING	2,051,049	April 8, 1997
SUNRISE STATEMENT	2,052,365	April 15, 1997
BARNETT	2,069,161	June 10, 1997
SMALL BUSINESS EASYLINE	2,096,535	September 16, 1997
EASY	2,104,489	October 14, 1997
BARNETT CAPITAL ADVISORS, INC.	2,114,736	November 18, 1997
IDEAS FOR THE WAY YOU LIVE	2,117,731	December 2, 1997

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"BARNETT BANKS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "NB HOLDINGS CORPORATION" UNDER THE NAME OF "NB HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 1998, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8857924
TRADEMARK

REEL: 1752 FRAME: 0525
01-09-98

CERTIFICATE OF MERGER

of

BARNETT BANKS, INC.

into

NB HOLDINGS CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Barnett Banks, Inc.	Florida
NB Holdings Corporation	Delaware

SECOND: That the Agreement and Plan of Merger, dated as of August 29, 1997, among NationsBank Corporation, a North Carolina corporation, and the parties to the merger (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation in the merger is NB Holdings Corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of NB Holdings Corporation.


FIFTH: That the executed Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255.

SIXTH: That a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

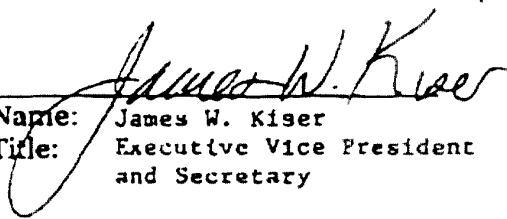
SEVENTH: That the authorized capital stock of Barnett Banks, Inc. consists of 400,000,000 shares of common stock, par value \$2.00 per share, and 20,000,000 shares of preferred stock, par value \$.10 per share.

January 9, 1998

NB HOLDINGS CORPORATION

BY: 
Name: Charles D. Loring
Title: Senior Vice President

ATTEST:

BY: 
Name: James W. Kiser
Title: Executive Vice President and Secretary