

D #

01-10-2002



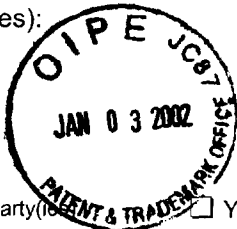
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To the Honorable Commissioner of Patents, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Summit Bancorp

01/03/02
Additional names(s) of conveying party(ies) Yes No



2. Name and address of receiving party(ies):
Name: **FleetBoston Financial Corporation**
Internal Address: _____
Street Address: **100 Federal Street**
City: **Boston** State: **MA** ZIP: **02110**
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: **February 27, 2001**

4. Application number(s) or patent numbers(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s)
09/338,950
Additional numbers attached? Yes No

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Diane Dunn McKay**
Internal Address: **Mathews, Collins, Shepherd & Gould**
Street Address: **100 Thanet Circle**
Suite 306
City: **Princeton** State: **NJ** ZIP: **08540**

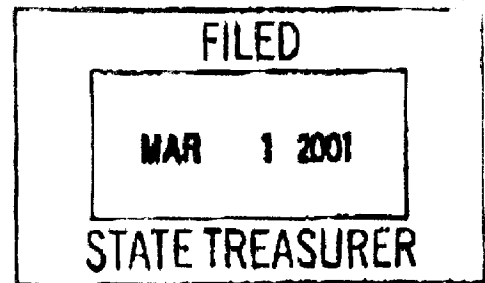
6. Total number of applications and patents involved: **1**
7. Total fee (37 CFR 3.41):.....\$ **40.00**
 Enclosed - Any excess or insufficiency should be credited or debited to deposit account
 Authorized to be charged to deposit account
8. Deposit account number:
13-2165
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
Diane Dunn McKay **November 9, 2001**
Signature Date
Total number of pages including cover sheet, attachments, and document: **4**



CERTIFICATE OF MERGER
OF
SUMMIT BANCORP.
WITH AND INTO



FLEETBOSTON FINANCIAL CORPORATION

To the Secretary of State
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act ("NJBCA"), it is hereby certified that:

1. The names of the merging corporations are Summit Bancorp. ("Summit"), which is a business corporation organized under the laws of the State of New Jersey, and FleetBoston Financial Corporation ("FleetBoston"), which is a business corporation organized under the laws of the State of Rhode Island.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Summit with and into FleetBoston with FleetBoston as the entity surviving the merger as approved by the Board of Directors of each of said corporations.

3. The number of shares of Summit which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 175,721,433, all of which are of one class.

The number of shares of Summit which were voted for the Plan of Merger is 121,591,103, and the number of said shares which were voted against the same is 3,447,998. The date of said vote and approval was February 26, 2001.

4. Pursuant to Section 7-1.1-67 of the Rhode Island General Laws, as amended, the approval of the shareholders of FleetBoston is not required to authorize the merger of Summit with and into FleetBoston.

5. The applicable provisions of the laws of the jurisdiction of organization of FleetBoston relating to the merger of Summit with and into FleetBoston will have been complied with upon compliance with any filing and recording requirements thereof.

6. FleetBoston hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of Summit and in any proceeding for the enforcement of the rights of a dissenting shareholder of Summit against FleetBoston; and FleetBoston hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office

address without the State of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

FleetBoston Financial Corporation, 100 Federal Street, Boston, Massachusetts 02110 Attention: Legal Department.

7. FleetBoston hereby agrees that it will promptly pay to the dissenting shareholders of Summit the amount, if any, to which they are entitled under the provisions of the NJBCA with respect to the rights of dissenting shareholders.

8. FleetBoston will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization, Rhode Island.

9. The merger herein provided for shall be effective in the State of New Jersey upon the filing of this certificate.

[Remainder of page intentionally left blank]

Executed on February 27, 2001.

SUMMIT BANCORP.

By: 

Richard F. Ober, Jr.
Executive Vice President

FLEETBOSTON FINANCIAL
CORPORATION

By: 

William C. Mutterperl
Executive Vice President

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RECORDED: 01/03/2002

PATENT
REEL: 012429 FRAME: 0836