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record the attached original documents or copy thereof.

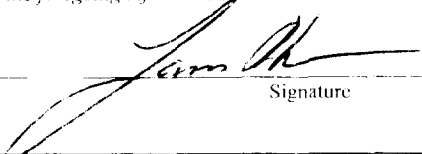
| | | |
|----|--|--|
| 1. | Name of conveying party(ies): Fleet National Bank 100 Federal Street Boston, MA 02110 Individual(s) Association General Partnership Limited Partnership <input checked="" type="checkbox"/> Corporation - Rhode Island Other: Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No | Name and address of receiving party(ies): Name: Bank Boston N.A. Internal Address: _____ Street Address: 100 Federal Street City: Boston State: MA Zip: 02110 Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation _____ <input checked="" type="checkbox"/> Other: National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes <input type="checkbox"/> No (Designation: must be a separate document from Assignment) Additional name(s) & address(es) attached? : Yes <input type="checkbox"/> No |
| 3. | Nature of conveyance: Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____ Execution Date: 3/1/00 | |

| | |
|----|--|
| 4. | Application number(s) or registration numbers(s): A. Trademark Application No.(s) B. Trademark Registration Nos. see attached 1897210 |
|----|--|

Additional numbers attached? Yes No

| | | | |
|----|---|----|--|
| 5. | Name and address of party to whom correspondence concerning document should be mailed: Name: Lawrence R. Robins, Esq. Internal Address: Hinckley, Allen & Snyder, LLP Street Address: 28 State Street City: Boston State: MA Zip: 02109 | 6. | Total number of applications and registrations involved: [2] |
| | | 7. | Total fee (37 CFR 3.41) \$65.00 X Enclosed Authorized to be charged to deposit account |
| | | 8. | Deposit account number: (Attach duplicate copy of this page if paying by deposit account) |

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| 9. | Statement and signature. <i>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.</i> Lawrence R. Robins, Esq.  Signature 8/14/00 Date |
|----|---|

Total number of pages comprising cover sheet [1]

OMB No. 0651-0011 (exp. 4/94)

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Fleet National Bank Merged into BankBoston, N.A.

| <u>Mark</u> | <u>Reg. No.</u> |
|--------------------|------------------------|
| ACCOUNT STATUS | 1897210 |
| BILL-LINE | 1900858 |



FleetBoston Financial

FLEET NATIONAL BANK

ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned, Patrick Gannon, DO HEREBY CERTIFY THAT:

1. I am an Assistant Secretary of the Board of Directors of Fleet National Bank and in that capacity have access to its corporate documents and records and have authority to certify such documents and records.
2. Effective as of April 24, 1997 the name of The First National Bank of Boston was changed to BankBoston, National Association as evidenced by a certificate, dated May 6, 1997, issued by the Office of the Comptroller of the Currency attached hereto as **Exhibit A**.
3. Effective as of March 1, 2000, Fleet National Bank was merged with and into BankBoston, National Association under the name Fleet National Bank, as evidenced by a letter from the Office of the Comptroller of the Currency dated February 29, 2000 attached hereto as **Exhibit B**.
4. To the best knowledge of the undersigned, there is not pending or, to the knowledge of the undersigned, threatened, any proceeding which brings into question the validity of the aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed hereto the seal of Fleet National Bank this 12th day of May, 2000.



Patrick Gannon

Assistant Secretary of the Board of Directors
Fleet National Bank



Comptroller of the Currency
Administrator of National Banks

Large Bank Licensing, MS 3-8
250 E Street, S.W.
Washington, DC 20219

February 29, 2000

Mr. William W. Templeton
Senior Counsel
Legal Department
Fleet Boston Corporation
Mail Stop: RI MO F18C
50 Kennedy Plaza
Providence, Rhode Island 02903

Dear Mr. Templeton:

This letter is the official certification of the Office of the Comptroller of the Currency ("OCC") of the merger of Fleet National Bank, Providence, Rhode Island, Charter Nr. 1338, into and under the charter of BankBoston, National Association, Boston, Massachusetts, Charter Nr. 200, with the resulting bank adopting the title of Fleet National Bank with its head office located in Providence, Rhode Island, effective March 1, 2000.

This letter also serves as the official authorization for Fleet National Bank, Charter Nr. 200, to operate the former head office of BankBoston, National Association as a branch at the following location:

| | |
|------------------|---|
| Popular Name: | Federal Street Branch |
| Certificate Nr.: | 7187A |
| Address: | 100 Federal Street Boston, Massachusetts |

Please furnish a copy of this certificate to personnel responsible for branch administration.

In the event of questions, please contact Senior Corporate Analyst Cindy L. Hausch-Booth at (202) 874-5060 or email: largebanks@occ.treas.gov.

Sincerely,

Richard T. Erb
Licensing Manager

Charter Number 200
Application Control Number 1999-ML-02-0032

