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After Recording
Return to:

Bank of America NT&SA
Office of the Corporate Secretary
Dept. #3018
P.O. Box 37000
San Francisco, CA 94137
1396-5998

CERTIFICATION OF MERGER
OF
SECURITY PACIFIC NATIONAL BANK
WITH AND INTO
BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

I, CHERYL SOROKIN, hereby certify that I am the Secretary and Associate General Counsel of Bank of America National Trust and Savings Association (the "Bank") located in the City and County of San Francisco, State of California, and that I have been appointed and am presently serving in that capacity in accordance with the bylaws of the Bank.

I further certify that the merger of Security Pacific National Bank ("Security Pacific") with and into the Bank pursuant to the Agreement to Merge was consummated at 12:03 a.m. Pacific Daylight Time on April 22, 1992, and Bank has become the Consolidated Bank upon merger with Security Pacific and successor in interest to every type of property (real, personal, and mixed) of Security Pacific as reflected in the official records for all counties within the State of Oregon pursuant to 12 USC 215(e) which states:

"... All rights, franchises, and interests of the individual consolidating banks or banking associations in and to every type of property (real, personal, and mixed) and choses in action shall be transferred to and vested in the consolidated national banking association by virtue of such consolidation without any deed or other transfer. The consolidated national banking association, upon the consolidation and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of lunatics, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by any one of the consolidating banks or banking associations

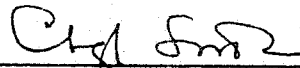
at the time of consolidation, subject to the conditions hereinafter provided."

I further certify that attached hereto is a true and correct copy of the official Certification of Merger issued by the Comptroller of the Currency.

I further certify that attached hereto is a true and correct copy of the Agreement and Determination of Effective Time of Merger.

I further certify that the Bank has been duly organized, validly exists and is in good standing under the laws of the United States of America on the date hereof.

In WITNESS WHEREOF, I have set my hand and the seal of this national banking association this 16th day of June, 1992.



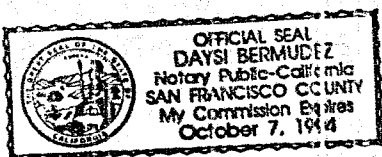
Cheryl Sorokin
Secretary and
Associate General Counsel

State of California
City and County of San Francisco

On June 17, 1992, before me, the undersigned, a Notary Public, in and for the City and County of San Francisco, personally appeared Cheryl Sorokin, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument as the free and voluntary act and deed of said entity, and further acknowledged that the seal affixed thereto is the seal of said entity.

WITNESS my official seal and signature this day and year aforesaid.

(seal of notary)





Notary Public, State of California
My Commission expires October 7, 1994

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Multinational Banking
Comptroller of the Currency
250 E Street, S.W.
Washington, D.C. 20019

April 21, 1992

Ms. Naki B. Margolis
Senior Counsel
Legal Department, North 3017
Bank of America, N.T. & S.A.
Post Office Box 37000
San Francisco, California 94137

Dear Ms. Margolis:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of Security Pacific National Bank, Los Angeles, California, Charter Nr. 2491, into and under the charter and title of Bank of America National Trust and Savings Association, San Francisco, California, Charter Nr. 13044, effective as of April 22, 1992.

This letter is also the official authorization of the Comptroller of the Currency for Bank of America N.T. & S.A., Charter Nr. 13044, to operate the existing branches of Security Pacific National Bank as branches of Bank of America N.T. & S.A. The individual branch certifications previously issued to Security Pacific National Bank now convey to Bank of America N.T. & S.A.

The former Security Pacific National Bank head office is hereby authorized to be operated as a branch at the following site:

Popular Name : Security Plaza Branch
Certificate Nr.: 87041A
Address : 333 South Hope Street
Los Angeles, California 90071

Sincerely,

Mark H. Krysl
Acting Deputy Comptroller

Charter Nr. 13044

OCC Control Nr. 92-ML-02-001

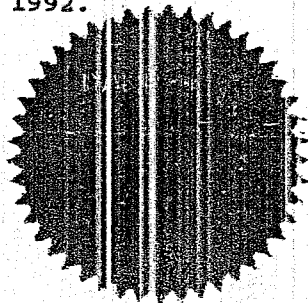


AGREEMENT AND DETERMINATION OF EFFECTIVE TIME OF MERGER OF
BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION
AND
SECURITY PACIFIC NATIONAL BANK

Pursuant to Recital 5(d) of the Agreement to Merge dated as of February 18, 1992 by and between Bank of America National Trust and Savings Association and Security Pacific National Bank, it is hereby agreed and determined that the effective time of the merger shall be 12:03 a.m., Pacific Daylight Time, on the effective date of the merger, April 22, 1992.

IN WITNESS WHEREOF, Bank of America National Trust and Savings Association and Security Pacific National Bank have caused this Agreement and Determination of Effective Time of Merger to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed, as of April 21, 1992.

[SEAL]



BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION

By Richard M. Rosenberg
Richard M. Rosenberg
Its Chairman of the Board

ATTEST:

Cheryl Smith
Secretary

SECURITY PACIFIC NATIONAL BANK

[SEAL]

By Robert H. Smith
Robert H. Smith
Its Chairman of the Board

ATTEST:

John D. King
Secretary

STATE OF CALIFORNIA

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO)

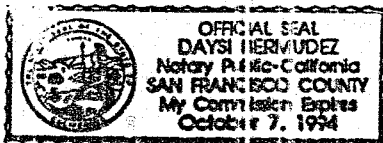
)
) ss.

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On this 21st day of April, 1992, before me, a notary public for the county and state aforesaid, personally came RICHARD M. ROSENBERG, as Chairman of the Board and Chief Executive Officer, and CHERYL SOROKIN, as Senior Vice President and Secretary, of Bank of America National Trust and Savings Association, and each in his or her said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this day and year aforesaid.

(Seal of Notary)



Daysi Hermudez

Notary Public, State of California
My Commission expires October 7, 1994

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STATE OF CALIFORNIA

)
) ss.

CITY AND COUNTY (OF LOS ANGELES)

On this 17th day of April, 1992, before me, a notary public for the county and state aforesaid, personally came ROBERT H. SMITH, as Chairman of the Board, and STEVEN D. KRIEG, as Senior Vice President and Secretary, of Security Pacific National Bank and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this day and year aforesaid.

(Seal of Notary)



David H. Miller

Notary Public, State of California
My Commission expires Sept. 2, 1995

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co. the 22nd day
of July A.D., 19 92 at 3:06 o'clock P.M., and duly recorded in Vol. M92,
of Miscellaneous on Page 16244.

FEE \$30.00

Evelyn Biehn County Clerk

By *Evelyn Biehn*