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FILED

in the office of the Secretary of State
of the State of California

APR 14 2003 KWS

Kevin Shelley
KEVIN SHELLEY, Secretary of State

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

Bank of America, National Association

(Name of Corporation)

_____, a corporation organized and existing under the
laws of United States, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 101 South Tryon Street, Charlotte, NC 28255-0001
2. The address of its principal office in the State of California is 555 California Street, San Francisco, CA 94104

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

C T Corporation System, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.

Rachel R. Cumming
(Signature of Corporate Officer)

Rachel R. Cumming
Corporate Secretary
Associate General Counsel
(Typed Name and Title of Officer Signing)



Comptroller of the Currency
Administrator of National Banks

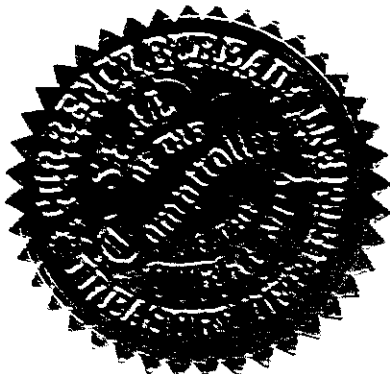
Washington, D.C. 20219

CERTIFICATE OF CORPORATE EXISTENCE

I, John D. Hawke, Jr., Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering of all National Banking Associations.
2. "Bank of America, National Association," Charlotte, North Carolina, (Charter No. 13044) is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this Certificate.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department in the City of Washington and District of Columbia, this March 4, 2003.



John D. Hawke, Jr.

Comptroller of the Currency

STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY

GRAY DAVIS Governor
MARIA CONTRERAS-SWEET, Secretary

DEPARTMENT OF FINANCIAL INSTITUTIONS

1810 -13TH STREET
SACRAMENTO, CA 95814
(916) 323-7015
FAX (916) 324-2011
http://www.dfi.ca.gov



September 10, 2003

Kristin M. Oberheu
Paralegal
Bank of America
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Re: Bank of America, N.A. – Use of Name in California

Dear Ms. Oberheu:

This responds to your facsimile transmission dated September 9, 2003, concerning your request for a statement that the Commissioner of Financial Institutions (“Commissioner”) has no objection to Bank of America, National Association’s use of its name for doing business in California.

Financial Code Section 3390, et seq., prohibits any person from engaging in the banking business or from presenting the appearance of engaging in the banking business, unless such person has received a certificate from the Commissioner authorizing it to engage in the banking business. Additionally, Financial Code Section 3392 states that no person which has not received a certificate from the Commissioner authorizing it to engage in the banking business shall transact business under any name or title which contains the word “bank” and which indicates that a person’s business is the banking business. In accordance with the representations contained in your letter, please be advised that the Commissioner of Financial Institutions will take no action pursuant to Financial Code Sections 3390 and 3392 for your use of the name “Bank of America, National Association.”

If you have any questions regarding this matter, please give me a call.

Very truly yours,

DONALD R. MEYER
Commissioner of Financial Institutions

By

TONY LEHTONEN
Senior Counsel

TL53:pjp

cc: K. Michell Livesey, Esq., Staff Counsel, Office of the Secretary of State
Department of Financial Institutions, San Francisco