

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NationsBank Corporation  
(Exact Name of Registrant as Specified in Its Charter)

North Carolina  
(State or Other Jurisdiction  
of Incorporation or Organization)

56-0906609  
(I.R.S. Employer  
Identification No.)

NationsBank Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina  
(Address of Principal Executive Offices)

28255  
(Zip Code)

NationsBank Corporation Key Employee Stock Plan  
(Full Title of the Plan)

PAUL J. POLKING, ESQ.  
General Counsel  
NationsBank Corporation  
NationsBank Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina 28255  
(Name and Address of Agent for Service)

(704) 386-5000  
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock	14,000,000 shares	\$55.4375	\$776,125,000	\$267,629

(1) Determined on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on June 27, 1995 in accordance with Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been heretofore filed by NationsBank Corporation (the "Registrant") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1994;

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1995 and Current Reports on Form 8-K filed January 26, 1995, February 21, 1995, March 2, 1995 (two reports on this date), March 21, 1995 (amended by Form 8-K/A Amendment No. 1 filed March 21, 1995), March 27, 1995, April 24, 1995, April 25, 1995 and May 16, 1995; and

(c) The description of the Registrant's Common Stock contained in its registration statement filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant will provide without charge to each participant in the NationsBank Corporation Key Employee Stock Plan, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies

should be directed to Charles J. Cooley, Principal Corporate Personnel Officer, NationsBank Corporation, NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255. Telephone requests may be directed to (704) 386-5000.

#### Item 6. Indemnification of Directors and Officers.

There are no provisions in the Registrant's Restated Articles of Incorporation, and no contracts between the Registrant and its directors and officers, relating to indemnification. The Registrant's Restated Articles of Incorporation prevent the recovery by the Registrant of monetary damages against its directors. However, in accordance with the provisions of the North Carolina Business Corporation Act (the "Act"), the Registrant's Amended and Restated Bylaws provide that, in addition to the indemnification of directors and officers otherwise provided by the Act, the Registrant shall, under certain circumstances, indemnify its directors, executive officers and certain other designated officers against any and all liability and litigation expense, including reasonable attorneys' fees, arising out of their status or activities as directors and officers, except for liability or litigation expense incurred on account of activities that were at the time known or reasonably should have been known by such director or officer to be clearly in conflict with the best interests of the Registrant. Pursuant to such Bylaws and as authorized by statute, the Registrant maintains insurance on behalf of its directors and officers against liability asserted against such persons in such capacity whether or not such directors or officers have the right to indemnification pursuant to the Bylaws or otherwise.

In addition to the above-described provisions, Sections 55-8-50 through 55-8-58 of the Act contain provisions prescribing the extent to which directors and officers shall or may be indemnified. Section 55-8-51 of the Act permits a corporation, with certain exceptions, to indemnify a current or former director against liability if (i) he conducted himself in good faith, (ii) he reasonably believed (x) that his conduct in his official capacity with the corporation was in its best interests and (y) in all other cases his conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A corporation may not indemnify a current or former director in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or in connection with a proceeding charging improper personal benefit to him in which he was adjudged liable on such basis. The above standard of conduct is determined by the Board of Directors or a committee thereof, special legal counsel or the shareholders as prescribed in Section 55-8-55 of the Act.

Sections 55-8-52 and 55-8-56 of the Act require a corporation to indemnify a director or officer in the defense of any proceeding to which he was a party because of his capacity as a director or officer against reasonable expenses when he is

wholly successful in his defense, unless the articles of incorporation provide otherwise. Upon application, the court may order indemnification of the director or officer if he is adjudged fairly and reasonably so entitled under Section 55-8-54. Section 55-8-56 of the Act allows a corporation to indemnify and advance to an officer, employee or agent who is not a director to the same extent as a director or as otherwise set forth in the corporation's articles of incorporation or bylaws or by a resolution of the board of directors.

In addition, Section 55-8-57 of the Act permits a corporation to provide for indemnification of directors, officers, employees or agents, in its articles of incorporation or bylaws or by contract or resolution, against liability in various proceedings and to purchase and maintain insurance policies on behalf of these individuals.

The foregoing is only a general summary of certain aspects of North Carolina law dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the relevant statutes which contain detailed specific provisions regarding the circumstances under which and the person for whose benefit indemnification shall or may be made and accordingly are incorporated herein by reference.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

Exhibit No.	Description of Exhibit
5.1	Opinion of Paul J. Polking, Esq., General Counsel of the Registrant, as to the legality of the securities being registered.
23.1	Consent of Price Waterhouse LLP.
23.2	Consent of Paul J. Polking, Esq., General Counsel of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney and Certified Resolution.
99.1	NationsBank Corporation Key Employee Stock Plan, incorporated by reference to Exhibit 10 of the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 1995.
99.2	Provisions of the North Carolina Business Corporation Act, as amended, relating to indemnification of directors and officers, incorporated by reference to Exhibit 99.3 of the Registrant's Post-Effective Amendment No. 1 on Form S-8 to its Registration Statement on Form S-4, Registration No. 33-55145.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with

respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on June 28th, 1995.

#### NATIONSBANK CORPORATION

By: HUGH L. McCOLL, JR.\*  
Hugh L. McColl, Jr.  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

HUGH L. McCOLL, JR. \* Chairman of the Board, Chief Executive Officer and Director June 28, 1995

(Principal Executive Officer)

JAMES H. HANCE, JR. James H. Hance, Jr.	*	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	June 28, 1995
MARC D. OKEN Marc D. Oken	*	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 28, 1995
RONALD W. ALLEN Ronald W. Allen	*	Director	June 28, 1995
WILLIAM M. BARNHARDT William M. Barnhardt	*	Director	June 28, 1995
Thomas E. Capps		Director	June __, 1995
CHARLES W. COKER Charles W. Coker	*	Director	June 28, 1995
THOMAS G. COUSINS Thomas G. Cousins	*	Director	June 28, 1995
ALAN T. DICKSON Alan T. Dickson	*	Director	June 28, 1995
W. FRANK DOWD, JR. W. Frank Dowd, Jr.	*	Director	June 28, 1995
<hr/> A. L. Ellis		Director	June __, 1995
PAUL FULTON Paul Fulton	*	Director	June 28, 1995
L. L. GELLERSTEDT, JR. L. L. Gellerstedt, Jr.	*	Director	June 28, 1995
TIMOTHY L. GUZZLE Timothy L. Guzzle	*	Director	June 28, 1995
W. W. JOHNSON W. W. Johnson	*	Director	June 28, 1995
BUCK MICKEL Buck Mickel	*	Director	June 28, 1995
<hr/> John J. Murphy		Director	June __, 1995
JOHN C. SLANE John C. Slane	*	Director	June 28, 1995
JOHN W. SNOW John W. Snow	*	Director	June 28, 1995
MEREDITH R. SPANGLER Meredith R. Spangler	*	Director	June 28, 1995
ROBERT H. SPILMAN Robert H. Spilman	*	Director	June 28, 1995

RONALD TOWNSEND Ronald Townsend	* Director	June 28, 1995
JACKIE M. WARD Jackie M. Ward	* Director	June 28, 1995
MICHAEL WEINTRAUB Michael Weintraub	* Director	June 28, 1995

\*By: /s/ CHARLES M. BERGER  
Charles M. Berger  
Attorney-in-Fact

INDEX TO EXHIBITS

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NationsBank Corporation  
Legal Department  
NationsBank Corporate Center  
NC1-007-20-01  
Charlotte, NC 28255

NATIONSBANK

Exhibit 5.1

June 29, 1995

Board of Directors  
NationsBank Corporation  
NationsBank Corporate Center  
Charlotte, North Carolina 28255

Ladies and Gentlemen:

In connection with the proposed registration under the Securities Act of 1933, as amended, of up to 14,000,000 shares (the "Shares") of the common stock of NationsBank Corporation to be issued pursuant to the terms of the NationsBank Corporation Key Employee Stock Plan (the "Plan"), I have examined such corporate records and other documents, including the Registration Statement on Form S-8 (the "Registration Statement") and Prospectus relating to the Shares, and have reviewed such matters of law as I have deemed necessary or appropriate for this opinion. Based on such examination and review, it is my opinion that the Shares have been duly and validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

I consent to be named in the Registration Statement as the attorney who passed upon the legality of the Shares, and to the filing of a copy of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Paul J. Polking

Paul J. Polking  
General Counsel

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated January 13, 1995, which appears on page 57 of the 1994 Annual Report to Shareholders of NationsBank Corporation, which is incorporated by reference in NationsBank Corporation's Annual Report on Form 10-K for the year ended December 31, 1994.

/s /Price Waterhouse LLP

PRICE WATERHOUSE LLP  
Charlotte, North Carolina  
June 29, 1995



POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of NationsBank Corporation, and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints James W. Kiser and Charles M. Berger, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) one or more Registration Statements of NationsBank Corporation on Form S-8 relating to the issuance of up to 24,000,000 shares of the Common Stock of NationsBank Corporation pursuant to the NationsBank Corporation Key Employee Stock Plan and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of NationsBank Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as NationsBank Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of NationsBank Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, NationsBank Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

NATIONS BANK CORPORATION  
(Registrant)

By: HUGH L. MCCOLL, JR.  
CHAIRMAN AND  
CHIEF EXECUTIVE OFFICER  
Dated: June , 1995

<TABLE>			
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<S>	<C>		<C>
(HUGH L. MCCOLL, JR.)	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	June	, 1995
(JAMES H. HANCE, JR.)	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	June	, 1995
(MARC D. OKEN)	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	June	, 1995
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SIGNATURE	TITLE	DATE	
<S>	<C>	<C>	
(RONALD W. ALLEN)	Director	June	, 1995
(WILLIAM M. BARNHARDT)	Director	June	, 1995
(THOMAS E. CAPPS)	Director	June	, 1995
(CHARLES W. COKER)	Director	June	, 1995
(THOMAS G. COUSINS)	Director	June	, 1995
(ALAN T. DICKSON)	Director	June	, 1995
(W. FRANK DOWD, JR.)	Director	June	, 1995
(A. L. ELLIS)	Director	June	, 1995

(PAUL FULTON)	Director	June , 1995
(L. L. GELLERSTEDT, JR.)	Director	June , 1995
(TIMOTHY L. GUZZLE)	Director	June , 1995
(W. W. JOHNSON)	Director	June , 1995
(BUCK MICKEL)	Director	June , 1995
(JOHN J. MURPHY)	Director	June , 1995

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SIGNATURE	TITLE	DATE
(JOHN C. SLANE)	Director	June , 1995
(JOHN W. SNOW)	Director	June , 1995
MEREDITH R. SPANGLER	Director	June , 1995
(ROBERT H. SPILMAN)	Director	June , 1995
(RONALD TOWNSEND)	Director	June , 1995
(JACKIE M. WARD)	Director	June , 1995
(MICHAEL WEINTRAUB)	Director	June , 1995

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NationsBank Corporation

Board of Directors

Resolutions

June 28, 1995

WHEREAS, the Board of Directors of NationsBank Corporation (the "Corporation") and the shareholders of the Corporation have duly approved the NationsBank Corporation Key Employee Stock Plan (the "Plan");

Reservation of Shares

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby reserves, sets aside and authorizes for issuance 24,000,000 shares of its authorized but unissued shares of common stock (the "Common Stock") to be issued in accordance with the terms and conditions of the Plan.

Registration under Securities Act

RESOLVED, that the appropriate officers and directors of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to prepare, execute and file, or cause to be prepared and filed, with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-8, and any subsequent registration statements on Form S-8 relating to the Plan, under the Securities Act of 1933, as amended (collectively, the "Registration Statements"), for the registration of up to 24,000,000 shares of Common Stock for issuance pursuant to the terms of the Plan with full power and authority to make such changes or additions thereto as any of them may approve, such approval to be conclusively evidenced by the filing thereof, and to prepare, execute and cause to be filed any amendments to such Registration Statements (including, without limitation, post-effective amendments), together with all documents required as exhibits to such Registration Statements or any amendments or supplements thereto, and all certificates, letters, instruments, applications and any other documents which may be required to be filed with the Commission with respect to the registration of the shares of Common Stock issuable pursuant to the terms of the Plan and to take any and all action with respect to any of the foregoing as they, in their discretion, shall deem necessary or advisable, with the taking of such action conclusively establishing the validity thereof; and be it

FURTHER RESOLVED, that Paul J. Polking, Esq. be, and he hereby is, designated and appointed as the agent for service in all matters relating to the Registration Statements.

Additional Listing Applications

BE IT RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and directed to take, or cause to be taken, any and all action necessary to effect the listing of the shares of Common Stock issuable pursuant to the Plan on the New York Stock Exchange (the "NYSE") and the Pacific Stock Exchange (the "PSE"), including, without limitation, the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the PSE, the payment by the Corporation of all required filing or application fees to the NYSE and the PSE and the appearance of any such officer (if requested) before officials of the NYSE and the PSE.

Blue Sky Qualification

BE IT RESOLVED, that it is desirable and in the best interest of the Corporation that the shares of Common Stock issuable pursuant to the terms of the Plan be qualified or registered for sale in various states; that the appropriate officers of the Corporation be, and each of them hereby is, authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of such shares as said officers may deem advisable; that said officers be, and each of them hereby is, authorized to perform on behalf of the Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable

laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents to and appointments of attorneys for the purpose of receiving and accepting service of process and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the papers and documents so executed and the action so taken.

#### Ratification

BE IT RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to take all action, to execute, deliver and file all instruments and documents, to enter into all agreements and to do or cause to be done all such acts and things (including the payment of all necessary fees and expenses), in the name and on behalf of the Corporation and under its seal or otherwise, as they or any of them may deem necessary or desirable to carry out the intent and purposes of the foregoing resolutions; and be it

FURTHER RESOLVED, that any action authorized by any of the foregoing resolutions which has been taken prior to the date hereof be, and the same hereby is, ratified and confirmed in all respects.

#### CERTIFICATE OF SECRETARY

I, ALLISON L. GILLIAM, Assistant Secretary of NationsBank Corporation, a corporation duly organized and existing under the laws of the State of North Carolina, do hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by a majority of the entire Board of Directors of said Corporation at a meeting of said Board of Directors held on June 28, 1995, at which meeting a quorum was present and acted throughout and that said resolution is in full force and effect and has not been amended or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said corporation this 28th day of June, 1995.

(SEAL)

/s/Allison L. Gilliam  
Assistant Secretary