

06-04-1998

Attorney Docket No.: 9505-GM



100727631

To the Honorable Commissioner of Patent and Trademark: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ML Bancorp, Inc.

2. Name and address of receiving party(ies):

Sovereign Bancorp, Inc.  
1130 Berkshire Boulevard  
Wyomissing, PA 19610

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Pennsylvania
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other:

Execution Date: February 27, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

2,078,729  
2,062,852  
2,085,455

B. Trademark Registration No.(s):

75/287,278

5. Name and address of party to whom correspondence document should be mailed:

Ned E. Barlas  
Jordan A. LaVine  
**PANITCH SCHWARZE JACOBS & NADEL, P.C.**  
One Commerce Square  
2005 Market Street, 22nd Floor  
Philadelphia, PA 19103-7086  
Telephone: 215-567-2020  
Facsimile: 215-567-2991  
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00  
3 x \$25.00 = \$ 75.00

Authorized to be charged to deposit account \$115.00

8. Deposit account number: 16-0235

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.

Jordan A. LaVine

Name of Person Signing

Signature

May 13, 1998

Date

Total number of pages including cover sheet, attachments and document: [3]

2078729  
06/01/1998 JACITMINS 0000267 160235  
40.00 CH  
75.00 CH

9815-1277

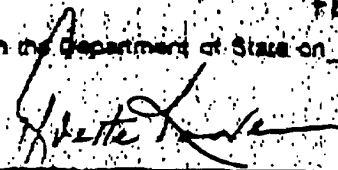
FEB 27 1998

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Tray Number \_\_\_\_\_

936094



Secretary of the Commonwealth

### ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DEC 15 1988 (Rev 88)

In compliance with the requirements of 13 Pa.C.S. § 1928 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Sovereign Bancorp, Inc.

2. (Check and complete one of the following:

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in the Commonwealth or (b) commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 1130 Berkshire Boulevard Wynissang PA 19610 Berks  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in the Commonwealth or (b) commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_  
Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

ML Bancorp, Inc. Two Aldwyn Center, Lancaster Avenue and Route 320  
Villanova, PA  
Delaware County  
98 FEB 27 PM 4:36

1019 P.03

9815-1278

OSCB 15-1228 (Rev 89)-2

4. (Check and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on February 28, 1998 at 11:59 p.m.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Sovereign Bancorp, Inc, ML Bancorp, Inc.	Adopted by action of the Shareholders pursuant to 15 Pa. C.S. §1934(a)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

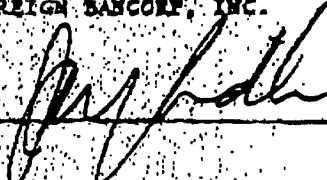
Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

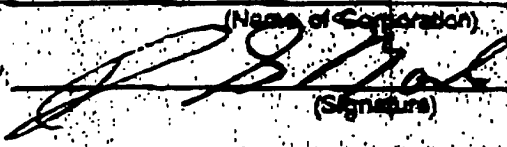
<u>1130 Berkshire Boulevard</u>	<u>Wyomissing</u>	<u>PA</u>	<u>19610</u>
Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 27th day of February, 1998.

SOVEREIGN BANCORP, INC.

ML BANCORP, INC.

BY: 

BY: 

TITLE: President and Chief Executive Officer

TITLE: President and Chief Executive Officer

(Name of Corporation)

BY: \_\_\_\_\_  
(Signature)

TITLE: \_\_\_\_\_