

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

<p>1. Name of conveying party(ies): CitFed Bancorp, Inc., a Delaware corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>3. Name and address of receiving party(ies): Name: <u>Fifth Third Bancorp, an Ohio corporation</u> Internal Address: _____ Mailing Address: <u>38 Fountain Square Plaza,</u> <u>Cincinnati, Ohio 45263</u></p> <p>Country: <u>U.S.A.</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>2. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 24, 1998</u></p>	

4. Application number(s) or trademark number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Trademark Application No(s). _____ B. Trademark No(s). 1,585,048
Additional numbers attached? ☐ Yes ☒ No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Kathryn Evans Smith, Esq.</u> Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u> Street Address: <u>441 Vine Street</u> City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: <u>1</u></p> <p>7. Total fee (37 CFR 33.41): <u>\$40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Kathryn Evans Smith
Name of Person Signing

Kathryn Evans Smith
Signature

December 28, 1999
Date

Total number of pages including cover sheet, attachments, and document: 10



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Fifth Third Bancorp

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided.)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

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JUN 26 1998
BOB TAFT
SECRETARY OF STATE

TRADEMARK
REEL: 002015 FRAME: 0590

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>CitFed Bancorp, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Paul L. Reynolds</u>	<u>38 Fountain Square Plaza</u>
	<u>(street and number)</u>
	<u>Cincinnati Ohio 45263</u>
	<u>(city, village or township) (state) (zip code)</u>

IV. Effective Date of Merger

This merger is to be effective:

On June 26, 1998 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

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V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

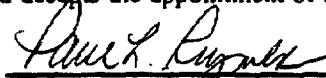
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
Paul L. Reynolds	38 Fountain Square Plaza
	<small>(complete street address)</small>
	Cincinnati Ohio 45263
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
_____ day _____ year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Fifth Third Bancorp
exact name of entity
By: Georgia Schaff
Its: President & CEO
Date: June 24, 1998

CitFed Bancorp, Inc.
exact name of entity
By: David Kiley
Its: Chairman, President & CEO
Date: June 24, 1998

Fifth Third Bancorp
exact name of entity
By: Paul L. Rogers
Its: Assistant Secretary
Date: June 24, 1998

CitFed Bancorp, Inc.
exact name of entity
By: John W. Camp
Its: Secretary
Date: June 24, 1998

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

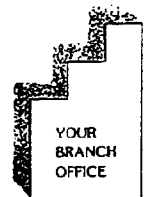
exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate sheet should be attached containing such signatures)

CORPORATE SERVICES OF OHIO, INC.



Telephone
(614) 464-2400
FAX
(614) 464-1505

50 West Broad Street, Suite 1120
Columbus, Ohio 43215

TO: SECRETARY OF STATE
FROM: RUTH M. HARRISTON
DATE: 6-26-98

CHECK NO. 488198 (Fifth Third Bk)
Articles of Incorporation/Organization 10587(100)

EXPEDITED FILING FEE \$50.00 \$10.00

Certificate of

Amendment/Amended Articles
Restatement of Art. of Org.
Amendment to Art. of Org.
Limited Partnership
Amendment of Limited Partnership
Restated Limited Partnership
Cancellation of Ltd. Partnership
Dissolution
Merger/Consolidation
Partnership with Limited Liability
Withdrawal/Reinstatement
Annual Report
Foreign License Application
Name Change/Merger Recital
Surrender/Reinstatement
Agent or Form 7 Report
Foreign Limited Liability Company
Correction/Cancellation
Foreign Limited Partnership
Correction
Trade Name/Fictitious Name
Trade Mark/Service Mark Regis.
Agent Miscellaneous Filing

Fifth Third Bancorp

OTHER:

CERTIFICATION:

* EXPEDITED FILING * HOLD FOR PICK UP *

RETURN FILED DOCUMENT TO:

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JUN 26 1998

BOB TAFT
SECRETARY OF STATE

CS 111/6/95

PROMPT PROFESSIONAL SERVICE

TRADEMARK
REEL: 002015 FRAME: 0596

DATE DOCUMENT NO DESCRIPTION
6/30/1998 199817701497 MER MERGER/DOMESTIC

	FILING	EXPED	PENALTY	CERT	COPY
	50.00	10.00	0.00	0.00	0.00
TOTAL	50.00	10.00	0.00	0.00	0.00

Return To:
CORPORATE SERVICES OF OHIO, IN
ATTN R M HARRISTON
50 W BROAD ST STE 1120
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - Bob Taft

458715

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for FIFTH THIRD
BANCORP and that said business records show the filing and recording of:*

Document(s)
MERGER/DOMESTIC

Document No(s):
199817701497

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 26th day of
June, A.D. 1998



Bob Taft

Bob Taft
Secretary of State

DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
6/30/1998	199817701497	Merged Out of Existence (MEX)

Mail To:

CORPORATE SERVICES OF OHIO, IN
ATTN R M HARRISTON
50 W BROAD ST STE 1120
COLUMBUS, OH 43215-0000

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The State of Ohio
❖ *Certificate* ❖

Secretary of State - Bob Taft

794496

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CITFED BANCORP, INC. and that said business records show the recording of:*

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 26th day of
June, A.D. 1998



Bob Taft
Bob Taft
Secretary of State