

08-23-2000

ER SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)



ONLY

Patent and Trademark Office

To the Honorable Commis.

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ord the attached original documents or copy thereof.

1. Name of conveying party(ies):

Niagara Bancorp, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 12, 2000

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

Name: First Niagara Financial Group, Inc.

Street Address: 6950 S. Transit Road

City: Lockport State: NY ZIP: 14095-0514

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark No.(s)

75/890,902; 75/890,903; 75/891,547; 75/934,646
76/004,229; 76/005,479; 76/029,614; 76/043,254
76/052,573

Additional Numbers attached? Yes No

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

Name: David L. Principe

Hodgson, Russ, Andrews, Woods & Goodyear, LLP

Internal Address: Intellectual Property Law Section

Street Address: One M&T Plaza, Suite 2000

City: Buffalo State: NY ZIP: 14203-2391

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41)..... \$360.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2442

(Attach duplicate copy of this page if paying by deposit account)

08/22/2000 MTHA11 00000173 75890902

01 FC:481 40.00 OP
02 FC:482 200.00 OP

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.

David L. Principe, Reg. No. 39,336

Name of Person Signing

David L. Principe
Signature

July 19, 2000

Date

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

4

120.00
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Refund Ref: 08/22/2000

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NIAGARA BANCORP, INC.", CHANGING ITS NAME FROM "NIAGARA BANCORP, INC." TO "FIRST NIAGARA FINANCIAL GROUP, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0553943
DATE: 07-12-00

TRADEMARK
REEL: 002124 FRAME: 0263

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
NIAGARA BANCORP, INC.**

(Pursuant to 8 Del. C. Section 242)

Niagara Bancorp, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: That at a meeting of the Board of Directors of Niagara Bancorp, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling for the consideration of such amendment at the annual meeting of the stockholders of said Corporation. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Board of Directors unanimously recommends that the Certificate of Incorporation of Niagara Bancorp, Inc. be amended by amending Article 1 thereof to read and provide as follows:

Article 1. Corporate Title. The name of the Corporation is First Niagara Financial Group, Inc. (hereinafter referred to as the "Corporation").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment shall be effective on May 15, 2000 at 5:00 p.m. Eastern Daylight Time.

FROM

IN WITNESS WHEREOF, Niagara Bancorp, Inc. has caused this certificate to be signed and attested to by its duly authorized officers this 12th day of May, 2000.

Niagara Bancorp, Inc.

By: William E. Swan
William E. Swan
President and Chief Executive Officer

Attest:

Robert N. Murphy
Robert N. Murphy
Secretary