

05-03-2001

RECORDATION FORM COVER SHEET

Patent and Trademark Office

TRADEMARKS ONLY

BNGI/TM-105, 106US



101699732

Banknorth Group, Inc.

- Individual(s)
- General Partnership
- Corporation-State 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 10, 2000

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

A. Trademark Application No.(s)

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

Peoples Heritage Financial

Name: Group, Inc.

Internal Address:

Street Address: One Portland Square APR 19 2001

City Portland State ME ZIP 04112

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

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

B. Trademark registration No.(s) (1,899,162)
1,661,920
Additional numbers attached? Yes No

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

Name: Teresa C. Tucker

HAYES, SOLOWAY, HENNESSEY, GROSSMAN & HAGE

Internal Address:

Street Address: 175 Canal Street

City: Manchester State: NH ZIP 03101

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 08-1391

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

DO NOT USE THIS SPACE

05/02/2001 DBYRNE 00000050 1899162

FC:481 40.00 OP
FC:482 25.00 OP

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.

Teresa C. Tucker

Name of Person Signing

Signature

April 17, 2001

Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

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TRADEMARK

REEL: 002285 FRAME: 0562

**CERTIFICATE OF MERGER
OF
BANKNORTH GROUP, INC.
INTO
PEOPLES HERITAGE FINANCIAL GROUP, INC.**

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Banknorth Group, Inc.	Delaware
Peoples Heritage Financial Group, Inc.	Maine

SECOND: That an Agreement and Plan of Merger, dated as of July 31, 1999 and amended as of December 22, 1999, has been approved, adopted, certified, executed and acknowledged by each of Peoples Heritage Financial Group, Inc. and Banknorth Group, Inc. in accordance with the requirements of Sections 903 and 906 of the Maine Business Corporation Act and Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Peoples Heritage Financial Group, Inc., which shall herewith be changed to "Banknorth Group, Inc." The surviving corporation is a corporation governed by the laws of the State of Maine.

FOURTH: That the Amended and Restated Articles of Incorporation, as amended, of Peoples Heritage Financial Group, Inc., a Maine corporation, which is the surviving corporation, shall continue in full force and effect as the Amended and Restated Articles of Incorporation, as amended, of the surviving corporation, provided that upon consummation of the merger Article I thereof shall be amended to state in its entirety as follows:

The name of the corporation is Banknorth Group, Inc., (hereinafter referred to as the "Corporation") and it is located at One Portland Square, Portland, Maine 04112-9540.

FIFTH: That the executed Agreement and Plan of Merger is on file at the executive offices of Peoples Heritage Financial Group, Inc., the address of which is as follows:

Peoples Heritage Financial Group, Inc.
One Portland Square
Portland, Maine 04112-9540

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of Banknorth Group, Inc. or Peoples Heritage Financial Group, Inc.

SEVENTH: That Peoples Heritage Financial Group, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is as follows until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose:

Peoples Heritage Financial Group, Inc.
One Portland Square
Portland, Maine 04112-9540

EIGHTH: That this Certificate of Merger shall be effective at 11:50 p.m., Eastern Time, on May 10, 2000.

IN WITNESS WHEREOF, Peoples Heritage Financial Group, Inc. has caused this certificate to be signed by its authorized officer as of the 10th day of May 2000.

PEOPLES HERITAGE FINANCIAL GROUP, INC.

By: 
Name: William J. Ryan
Title: Chairman, President and Chief Executive Officer