

05-10-2001

SHEET 1

Patent and Trademark Office

Y

BNGI/TM-100 US 107

Tab settings 000

To the Honorable Commissioner

attached original documents or copy thereof.

1. Name of conveying party(ies):

101712396

Banknorth Group, Inc.

Address of receiving party(ies):

Peoples Heritage Financial

Name: Group, Inc.

Internal Address:

Street Address: One Portland Square

City Portland State ME ZIP 04112

- 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:

4-30-01

- 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)

B. Trademark registration No.(s) 2,292,914

Additional numbers attached?  Yes  No

APR 30 2001

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: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- 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

40E

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

*Teresa C. Tucker*  
Signature

April 27, 2001  
Date

Total number of pages comprising cover sheet: 3

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

05/10/2001 LMBELLER 00000019 2292914

01-01461

40.00 3P

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

REEL: 002292 FRAME: 0826

**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.

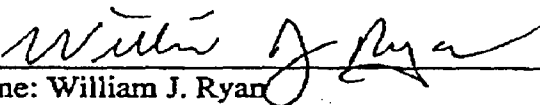
SEVENTH: That Peoples Heritage Financial Group, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising 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