

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Cambridgeport Bank

- Individual(s)
- General Partnership
- Corporation-State
- Other Massachusetts
- 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: 07/31/2003

2. Name and address of receiving party(ies)

Name: Citizens Bank of Massachusetts

Internal

Address:

Street Address: 28 State Street

City: Boston State: MA Zip: 02109

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Massachusetts chartered bank

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76210819

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Miriam J. Rovner, Senior Paralegal

Internal Address:

Goodwin Procter, LLP

Street Address: Exchange Place

53 State Street

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1700

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.

Name of Person Signing



Signature

February 19, 2004

Date

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

10

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

1703/266

CH \$40.00 071700 76210819

Examiner

FEDERAL IDENTIFICATION NO. 04-3246252
FEDERAL IDENTIFICATION NO. 04-1104410

Cambridgeport Bank

Citizens Bank of Massachusetts

081055032

The Commonwealth of Massachusetts

081

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 156B, Section 78),

Chapter 172, Section 36 and Chapter 168, Section 34D

~~XXXXXXXXXX~~ / *merger of

Cambridgeport Bank

and

Citizens Bank of Massachusetts

the constituent banks, into

Citizens Bank of Massachusetts

~~XXXXXXXXXXXX~~ / *one of the constituent banks.

The undersigned officers of each of the constituent banks certify under the penalties of perjury as follows:

1. An agreement of merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, Chapter 172, Section 36 and Chapter 168, Section 34D and will be kept as provided by Subsection (d) ~~above~~. The surviving bank will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent bank, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

11:59 p.m. on Thursday, July 31, 2003

3 (For a merger)

**The following amendments to the Articles of Organization of the *surviving* bank have been effected pursuant to the agreement of merger:

None

- C
- P
- M
- R.A.

9

**Delete the inapplicable word. **If there are no provisions state "None". Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

P.C.

of General Laws, Chapter 156B, Section 78.

1560701 4400

TRADEMARK
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(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

Not applicable

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue. Not applicable

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

Not applicable

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

Not applicable

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Not applicable

**If there are no provisions state "None".

COMMONWEALTH OF MASSACHUSETTS
DIVISION OF BANKS

CERTIFICATE OF CONSOLIDATION

CAMBRIDGEPORT BANK
CAMBRIDGE, MASSACHUSETTS
WITH AND INTO
CITIZENS BANK OF MASSACHUSETTS, BOSTON, MASSACHUSETTS

The following officers hereby certify that as of the 29th day of July, 2003, all relevant state and federal statutory and regulatory provisions have been fulfilled to give effect to the consolidation of CAMBRIDGEPORT BANK and CITIZENS BANK OF MASSACHUSETTS under the charter, by-laws and name of CITIZENS BANK OF MASSACHUSETTS, using the main office of CITIZENS BANK OF MASSACHUSETTS as the main office of the continuing bank and maintaining the banking offices of both banks as branch offices in accordance with the terms and conditions of the Agreement and Plan of Merger, dated as of April 17, 2003. We further certify that upon consummation of this consolidation, the charter of CAMBRIDGEPORT BANK will cease to exist.

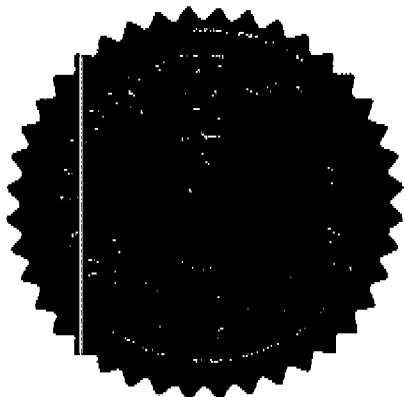
<u>Gene Lundquist</u>	President	<u>Thomas J. Gurry</u>	PRESIDENT & CHIEF EXECUTIVE OFFICER
OFFICER	TITLE	OFFICER	TITLE
CAMBRIDGEPORT BANK		CITIZENS BANK OF MASSACHUSETTS	

<u>Charles Jeffrey</u>	CFO	<u>Michael J. Barron</u>	SV Paul Clerk
OFFICER	TITLE	OFFICER	TITLE
CAMBRIDGEPORT BANK		CITIZENS BANK OF MASSACHUSETTS	

APPROVAL OF THE COMMISSIONER OF BANKS

Having approved the consolidation of CAMBRIDGEPORT BANK, Cambridge, Massachusetts and CITIZENS BANK OF MASSACHUSETTS, Boston, Massachusetts in my Decision dated July 28, 2003, I hereby endorse on this Certificate my approval of this consolidation in accordance with the provisions of Massachusetts General Laws chapter 168, section 34D to take effect at 11:59 p.m., Thursday, July 31, 2003.

Executed under the seal of the Commissioner of Banks this 30th day of July, 2003.



Thomas J. Gurry
Thomas J. Gurry
Commissioner of Banks

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~existing~~ / *surviving bank.

(a) The street address of the ~~existing~~ / *surviving bank in Massachusetts is: *(post office boxes are not acceptable)*
28 State Street, Boston, Massachusetts 02109

(b) The name, residential address, and post office address of each director and officer of the ~~existing~~ / *surviving bank is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:	See attached insert	
Clerk:		
Directors:		

(c) The fiscal year (i.e. tax year) of the ~~existing~~ / *surviving bank shall end on the last day of the month of:
December

(d) The name and business address of the resident agent, if any, of the ~~existing~~ / *surviving bank is:
Not applicable

The undersigned officers of the several constituent banks listed above further state under the penalties of perjury as to their respective banks that the agreement of merger has been duly executed on behalf of such bank and duly approved by the stockholders of such bank in the manner required by General Laws, Chapter 156B, Section 78, Chapter 172, Section 36 and Chapter 168, Section 34D.

Jane L. Lundquist , *President / ~~Assoc. President~~
Jane L. Lundquist

Paul R. Corcoran, Jr. , *Clerk / ~~Assoc. Clerk~~
Paul R. Corcoran, Jr.

of Cambridgeport Bank
(Name of constituent bank)

Thomas J. Hollister , *President / ~~Assoc. President~~
Thomas J. Hollister

Donald J. Barry, Jr. , *Clerk / ~~Assoc. Clerk~~
Donald J. Barry, Jr.

of Citizens Bank of Massachusetts
(Name of constituent bank)

*Delete the inapplicable words.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~XXXXXX~~ *surviving bank.

(a) The street address of the ~~XXXXXX~~ *surviving bank in Massachusetts is: *(post office boxes are not acceptable)*
28 State Street, Boston, Massachusetts 02109

(b) The name, residential address, and post office address of each director and officer of the ~~XXXXXX~~ *surviving bank is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:	See attached insert	
Clerk:		
Directors:		

(c) The fiscal year (i.e. tax year) of the ~~XXXXXX~~ *surviving bank shall end on the last day of the month of:
December

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ *surviving bank is:
Not applicable

The undersigned officers of the several constituent banks listed above further state under the penalties of perjury as to their respective banks that the agreement of merger has been duly executed on behalf of such bank and duly approved by the stockholders of such bank in the manner required by General Laws, Chapter 156B, Section 78, Chapter 172, Section 36 and Chapter 168, Section 34D.

_____, *President / ~~XXXXXX~~
Jane L. Lundquist


_____, *Clerk / ~~XXXXXX~~
Paul R. Corcoran, Jr.

of Cambridgeport Bank
(Name of constituent bank)

_____, *President / ~~XXXXXX~~
Thomas J. Hollister

_____, *Clerk / ~~XXXXXX~~
Donald J. Barry, Jr.

of Citizens Bank of Massachusetts
(Name of constituent bank)

*Delete the inapplicable words.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~successor~~ surviving bank.

(a) The street address of the ~~successor~~ surviving bank in Massachusetts is: *(post office boxes are not acceptable)*

28 State Street, Boston, Massachusetts 02109

(b) The name, residential address, and post office address of each director and officer of the ~~successor~~ surviving bank is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See attached insert	
Clerk:			
Directors:			

(c) The fiscal year (i.e. tax year) of the ~~successor~~ surviving bank shall end on the last day of the month of:
December

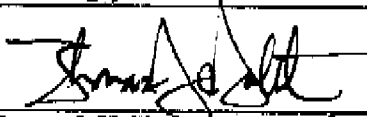
(d) The name and business address of the resident agent, if any, of the ~~successor~~ surviving bank is:
Not applicable

The undersigned officers of the several constituent banks listed above further state under the penalties of perjury as to their respective banks that the agreement of merger has been duly executed on behalf of such bank and duly approved by the stockholders of such bank in the manner required by General Laws, Chapter 156B, Section 78, Chapter 172, Section 36 and Chapter 168, Section 34D.

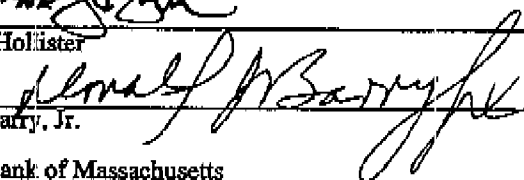
Jane L. Lundquist, *President / ~~Exec. Director~~

Paul R. Corcoran, Jr., *Clerk / ~~Secretary~~

of Cambridgeport Bank
(Name of constituent bank)



Thomas J. Hollister, *President / ~~Exec. Director~~



Donald J. Barry, Jr., *Clerk / ~~Secretary~~

of Citizens Bank of Massachusetts
(Name of constituent bank)

*Delete the inapplicable words.

**INSERT TO
ARTICLES OF MERGER OF
CITIZENS BANK OF MASSACHUSETTS AND CAMBRIDGEPORT BANK**

ITEM 4(b). The name, residential address and post office address of each director and officer of the surviving bank is:

OFFICE	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President	Thomas J. Hollister	33 Hundreds Circle, Wellesley, MA 02481	28 State St., Boston, MA 02109
Treasurer	Michael Edwards	15 Beech Street Post Office Box 7247 Cape Porpoise, ME 04014	One Citizens Plaza, Providence, Rhode Island 02903
Clerk	Donald J. Barry, Jr.	64 Willard St., #408, Quincy, MA 02169	Exchange Place, Boston, MA 02109
Director and Chairman	Neal F. Finnegan	87 Atlantic Ave., Cohasset, MA 02025	28 State St., Boston, MA 02109
Director	Thomas J. Hollister	33 Hundreds Circle, Wellesley, MA 02481	28 State St., Boston, MA 02109
Director	Edmund J. English	10 Stonegate Rd., Hopkinton, MA 01748	770 Cochituate Rd., Framingham, MA 01701
Director	Dr. Richard M. Freeland	172 Beacon St., #9, Boston, MA 02116	360 Huntington Ave., 110 Churchill Hall, Boston, MA 02115
Director	Rev. Dr. Ray Hammond	18 Waumbuck St., Boston, MA 02121	215 Forest Hills Ave., Jamaica Plain, MA 02130
Director	Arthur H. Meehan	5 Fox Run Rd., Dover, MA 02030	28 State Street, Boston, MA 02109
Director	Micho F. Spring	65 Commonwealth Ave., Boston, MA 02116	101 Main St., 8 th Floor, Cambridge, MA 02142

OFFICE	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Director	Clayton H.W. Turnbull	60 Clayton Street, Dorchester, MA 02122	5 Parkside Drive, Jamaica Plain, MA 02130
Director	Elaine Ullian	127 Jordan Road, Brookline, MA 02446	One Boston Medical Center Place, Talbot 1, Boston, MA 02118
Director	William C. Van Faasen	12 Procter St., Manchester By the Sea, MA 01944	401 Park Dr., Boston, MA 02215
Director	C. William Zadel	9 North Bay Rd., 2105 Oyster Harbors, Osterville, MA 02655	129 Concord Rd., Building #2, Billerica, MA 01821
Director	James B. Keegan	60 Columbine Rd., Milton, MA 01286	28 State St., Boston, MA 02109

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THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF *CONSOLIDATION / *MERGER
 (General Laws, Chapter 156B, Section 78),
 Chapter 172, Section 36 and Chapter 168, Section 34D

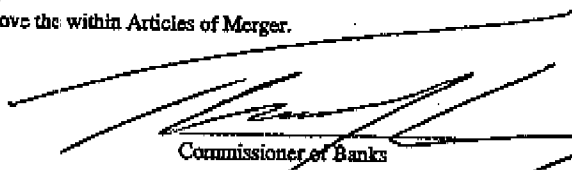
I hereby approve the within Articles of *Consolidation / *Merger and,
 the filing fee in the amount of \$ 250, having been paid,
 said articles are deemed to have been filed with me this 31st
 day of July, 20 03.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

I hereby approve the within Articles of Merger.

Date 7/30/03


 Commissioner of Banks

RECEIVED
 OFFICE OF THE SECRETARY OF THE
 CORPORATION DIVISION
 03 JUL 31 PM 1:59

TO BE FILLED IN BY BANK
 Photocopy of document to be sent to:

 Mehri Masud-Elias, Esq.

 Goodwin Procter LLP

 Exchange Place, Boston, MA 02109

 Telephone: _____ 617-570-1919

TRADEMARK