

10-24-03

10-31-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDED TRADEMARK



102589002

DEPARTMENT OF COMMERCE S. Patent and Trademark Office

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

1. Name of conveying party(ies): Republic Financial Services Corporation

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/28/2000

2. Name and address of receiving party(ies) Name: Republic Financial Services of Kentucky, LLC

Internal Address: Republic Corporate Center Street Address: 601 West Market Street City: Louisville State: KY Zip: 40202

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Kentucky limited liability company

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)

B. Trademark Registration No.(s) 2240466

Additional number(s) attached Yes No

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

Name: Cynthia L. Stewart

Internal Address: Frost Brown Todd LLC

32nd Floor

Street Address: 400 West Market Street

City: Louisville State: KY Zip: 40202-3363

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:

024275

DO NOT USE THIS SPACE

9. Signature.

Cynthia L. Stewart Name of Person Signing

Cynthia L. Stewart Signature

October 24, 2003 Date

Total number of pages including cover sheet, attachments, and document: 4

10/30/2003 ECOOPER 00000159 024275 2240466 Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 40.00 DA

TRADEMARK REEL: 002854 FRAME: 0937

0507567.06

ARTICLES OF MERGER
OF

REPUBLIC FINANCIAL SERVICES CORPORATION,
A KENTUCKY CORPORATION

INTO

REPUBLIC FINANCIAL SERVICES OF KENTUCKY, LLC,
A KENTUCKY LIMITED LIABILITY COMPANY

John Y. Brown III
Secretary of State
Received and Filed
12/28/2000 03:15 PM
Fee Receipt \$50.00
SPERRY-LAOM

(Under Section 271B.11-050 and KRS 275.360 of the Kentucky Revised Statutes)

Pursuant to the provisions of KRS 271B.11-050 and KRS 275.360, Republic Financial Services Corporation (the "Corporation") and Republic Financial Services of Kentucky, LLC (the "LLC") do hereby certify:

- The name and state of the corporation or organization of each of the constituent entities are Republic Financial Services Corporation, a Kentucky corporation, and Republic Financial Services of Kentucky, LLC, a Kentucky limited liability company.
- The Plan of Merger of the Corporation and the LLC ("Plan of Merger") is attached hereto as Exhibit A and incorporated herein by this reference as if fully set forth herein. The Plan of Merger provides for, among other things, the amendment of the Articles of Organization of the Surviving Entity.
- The name of the Surviving Entity is Republic Financial Services of Kentucky, LLC.
- In accordance with KRS 275.350 and with respect to the Corporation, the Plan of Merger was adopted by the unanimous written consent of the Board of Directors and the sole shareholder of the Corporation on December 28, 2000. The designation and number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger and the total number of votes of each voting group cast for and against the Plan of Merger are as follows:

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast by Each Voting Group</u>	<u>Number of Votes Cast for the Plan of Merger</u>
500 Common Shares	500	500

No votes were cast against the Plan of Merger.

5. In accordance with KRS 275.350 and with respect to the LLC, the Plan of Merger was adopted by the unanimous written consent of the sole member of the LLC on December 28, 2000.

6. The merger shall be effective as of 5:00 p.m., Eastern Standard Time, on December 30, 2000.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Republic Financial Services Corporation has caused these Articles of Merger to be signed by its duly authorized officer, and Republic Financial Services, LLC has caused these Articles of Merger to be signed by its duly authorized member, as of the 28th day of December, 2000.

REPUBLIC FINANCIAL SERVICES
CORPORATION

By: Michael A. Ringswald
Michael A. Ringswald, Secretary

REPUBLIC FINANCIAL SERVICES, LLC

By: Republic Bank & Trust Company, Member

By: [Signature]
Title: EVP

THIS INSTRUMENT PREPARED BY:

Elizabeth S. Brown
Elizabeth S. Brown
WYATT, TARRANT & COMBS
Citizens Plaza
Louisville, Kentucky 40202-2898
(502) 562-7530

#1508685v1