

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF MERGER
FOREIGN ENTITY SURVIVING

WHEREAS, Articles of merger of the following entities:

ALLEGIANT BANCORP, INC. — 00238237

INTO:

NATIONAL CITY CORPORATION — F00580238

Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, MATT BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying the foregoing and certifying that the merger of the aforementioned with

NATIONAL CITY CORPORATION — F00580238

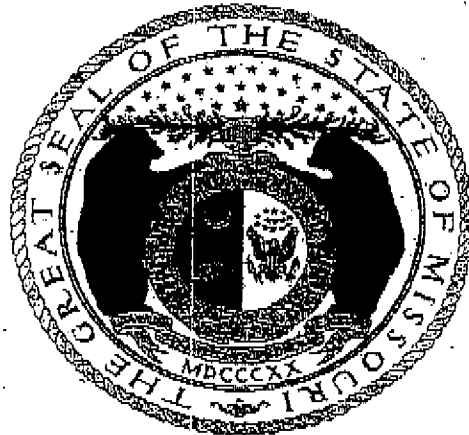
as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware

Effective date: *April 9, 2004*

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of April, 2004.

Matt Blunt

Secretary of State



File Number: 200410009004
FO0580238
Date Filed: 04/09/2004
Matt Blunt
Secretary of State

SUMMARY ARTICLES OF MERGER

The Honorable Matt Blunt
Secretary of State
State of Missouri
Corporations Division
P. O. Box 778 / 600 West Main Street, Rm 322
Jefferson City, Missouri 65102

Pursuant to the provisions of Section 351.430.2 of The General and Business Corporation Law of Missouri (the "Corporation Law"), the undersigned corporations certify the following:

1. That Allegiant Bancorp, Inc., a Missouri corporation ("Allegiant"), and National City Corporation, a Delaware corporation ("National City"), hereby are merged, and that National City is the surviving corporation (the "Merger").
2. That the terms and conditions of the Merger and the mode of carrying the same into effect are as set forth in that certain Agreement and Plan of Merger, which was approved, adopted, certified, executed and acknowledged by each of Allegiant and National City as required by the Corporation Law.
3. That the Articles of Incorporation of National City shall be the Articles of Incorporation of the corporation surviving the Merger, and there are no amendments or changes to the Articles of Incorporation of National City.
4. That the executed Agreement and Plan of Merger is on file at the principal place of business of National City, and the address of such principal place of business is 1900 East Ninth Street, Cleveland, Ohio 44114-3484.
5. That a copy of the Agreement and Plan of Merger shall be furnished by National City, on request to the address set forth in Article 4 above and at no cost, to any shareholder of Allegiant or National City.
6. That the Merger shall be effective as of the date of filing of the Summary Articles of Merger with the Secretary of State of the State of Missouri.
7. That National City agrees that it will promptly pay to the dissenting shareholders of Allegiant the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. National City also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against Allegiant arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Allegiant against National City. The address to which the service of process in any such proceeding shall be mailed is National City Corporation, Law Department, P.O. Box 5756, Cleveland, Ohio 44101-0756, Attention: General Counsel.

State of Missouri
Merger - General Business - Domestic 4 Page(s)

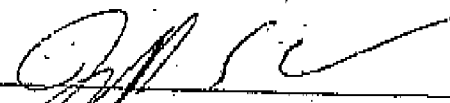
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IN AFFIRMATION OF THE ABOVE STATED FACTS, these Summary
Articles of Merger have been executed in duplicate by the aforementioned corporations as of the
9th day of April, 2004.


ALLEGIANT BANCORP, INC.
(A Missouri Corporation)

By: 

Name: Jeffrey Schatz

Title: Executive VP & Chief Operations/Financial
Officer

NATIONAL CITY CORPORATION
(A Delaware Corporation)

By: 

Name: Thomas A. Richlowsky

Title: Senior Vice President and Treasurer

Delaware

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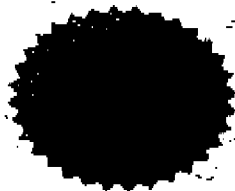
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALLEGiant BANCORP, INC.", A MISSOURI CORPORATION, WITH AND INTO "NATIONAL CITY CORPORATION" UNDER THE NAME OF "NATIONAL CITY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2004, AT 3:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE NINTH DAY OF APRIL, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3038260

DATE: 04-07-04

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DIVISION OF TAXATION AND COLLECTION
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue
Telephone: (573) 751-9268
Fax: (573) 522-1160
E-mail: taxclearance@dor.mo.gov



JEFFERSON CITY FILING
222 E. DUNKLIN ST STE 102
JEFFERSON CITY MO 65101

April 8, 2004

RE: ALLEGIANT BANCORP INC
MISSOURI CORPORATION CHARTER NUMBER: 00328562

Dear Sir or Madam:

In accordance with your request, a review of the account has been made. There are no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all penalties and interest.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

THIS CERTIFICATE REMAINS VALID FOR FORTY-FIVE (45) DAYS FROM THE ISSUANCE DATE.

Sincerely,

Kenneth M. Pearson
Administrator
Business Tax

NK:DUZ096

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