

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hudson United Bancorp		01/31/2006	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	TD Banknorth Inc.
Street Address:	Two Portland Square
City:	Portland
State/Country:	MAINE
Postal Code:	04101
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2333356	BIG ENOUGH TO DELIVER. SMALL ENOUGH TO CARE.

**CORRESPONDENCE DATA**

Fax Number: (973)597-2400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 973-597-2500  
 Email: lstrademark@lowenstein.com  
 Correspondent Name: Vanessa A. Ignacio, Esq.  
 Address Line 1: Lowenstein Sandler PC  
 Address Line 2: 65 Livingston Avenue  
 Address Line 4: Roseland, NEW JERSEY 07068-1791

ATTORNEY DOCKET NUMBER:	19128-2
NAME OF SUBMITTER:	Vanessa A. Ignacio, Esq.

CH \$40.00 2333356

Signature:

/Vanessa A. Ignacio/

Date:

03/20/2006

**Total Attachments: 3**

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# Delaware

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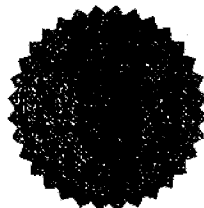
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HUDSON UNITED BANCORP", A NEW JERSEY CORPORATION, WITH AND INTO "TD BANKNORTH INC." UNDER THE NAME OF "TD BANKNORTH INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2006, AT 12:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2006, AT 11:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3846678 8100M

060090794

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4488768

DATE: 01-31-06

TRADEMARK

REEL: 003272 FRAME: 0640

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 12:29 PM 01/31/2006  
 FILED 12:27 PM 01/31/2006  
 SRV 060090794 - 3846678 FILE

**CERTIFICATE OF MERGER  
 OF  
 HUDSON UNITED BANCORP  
 INTO  
 TD BANKNORTH 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>
TD Banknorth Inc.	Delaware
Hudson United Bancorp	New Jersey

**SECOND:** That an Agreement and Plan of Merger, dated as of July 11, 2005, has been approved, adopted, certified, executed and acknowledged by each of TD Banknorth Inc. and Hudson United Bancorp (the "Agreement and Plan of Merger") in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is "TD Banknorth Inc." The surviving corporation is a corporation governed by the laws of the State of Delaware.

**FOURTH:** That the Certificate of Incorporation of TD Banknorth Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation, until altered or amended in accordance with its terms.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the executive offices of TD Banknorth Inc., the address of which is as follows:

TD Banknorth Inc.  
 Two 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 TD Banknorth Inc. or Hudson United Bancorp.


**SEVENTH:** That the authorized capital stock of each foreign corporation that is a party to the merger is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>
Hudson United Bancorp	Common Stock	100,000,000
	Preferred Stock	25,000,000

EIGHTH: That this Certificate of Merger shall be effective at 11:55 p.m., Eastern Time, on January 31, 2006.

IN WITNESS WHEREOF, TD Banknorth Inc. has caused this certificate to be signed by its authorized officer as of the 31st day of January 2006.

TD BANKNORTH INC.

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