CERTIFICATE OF ASSISTANT SECRETARY
OF FIRST FINANCIAL BANK, FSB

Patricia A. Janowski, Assistant Secretary of First Financial Bank, FSB, hereby certifies:

1. First Financial Bank, FSB ("First Financial") and First Federal Saving Bank, F.S.B., of Rockford, Illinois ("First Federal"), merged effective February 28, 1995, with First Financial as the surviving institution. First Financial now enjoys all of the rights, benefits, obligations and responsibilities of First Federal and is the lawful successor in interest to First Federal.

2. Annexed hereto is a true and correct copy of the certificate executed by the Office of Thrift Supervision reflecting the aforesaid merger of First Financial and First Federal.

Dated March 24, 1995.

FIRST FINANCIAL BANK, F.S.B. CORPORATE SEAL (SEAL)

Patricia A. Janowski, Assistant Secretary

DRAFTED BY:
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1305 Main Street
Stevens Point, WI 54481-2811

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STATE OF IOWA, DELAWARE COUNTY
Deborah L. Peyton, Recorder
Misc.

Office of Thrift Supervision
Department of the Treasury

Central Region

111 East Wacker Drive, Suite 800, Chicago, IL 60601
Telephone: (312) 540-5900 • Fax: (312) 540-5919

March 7, 1995

CERTIFICATION

I, Philip A. Gerbick, a Regional Deputy Director of the Office of Thrift Supervision, do hereby certify that the merger of First Federal Savings Bank, F.S.B., Rockford, Illinois with and into First Financial Bank, F.S.B., Stevens Point, Wisconsin was effective February 28, 1995. Pursuant to that merger, First Financial Bank, F.S.B. assumed all of the assets and liabilities of First Federal Savings Bank, F.S.B..

By: Philip A. Gerbick

Philip A. Gerbick
Regional Deputy Director

State of Illinois )
County of Cook ) SS

Philip A. Gerbick, known by me to be a duly appointed Regional Deputy Director of the Office of Thrift Supervision, acknowledged the foregoing certification in my presence this 7th day of March, 1995.

Ayuko Hennigan
Notary Public, State of Illinois

"OFFICIAL SEAL"
AYUKO HENNIGAN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9-23-97