

AFFIDAVIT OF ASSOCIATED BANC-CORP

FILED NO. 004734

BOOK 46 PAGE 395

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State of Wisconsin)

Brown County)

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COMPARED

MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA


I, Brian R. Bodager, being first duly sworn on oath depose and state as follows:

1. I am the Chief Administrative Officer, General Counsel and Corporate Secretary of Associated Banc-Corp ("Associated"), a Wisconsin corporation, and a federally regulated bank holding company.
2. I have the power and authority under applicable law, and the bylaws of Associated, to execute this affidavit on behalf of Associated.
3. That, on October 29, 1997, Badger Merger Corp. merged into First Financial Corporation and the name of that organization was changed to First Financial Corporation.
4. That, on October 29, 1997, Associated Banc-Corp acquired First Financial Corporation.
5. That, on November 12, 1998, First Financial Corporation merged into First Financial Bank.
6. That, on November 12, 1998, First Financial Bank merged with and into various subsidiaries and affiliates of Associated Banc-Corp (collectively referred to as "Associated").
7. That as of this date, Associated, as successor to First Financial Bank, holds and has full authority to exercise all powers, rights, duties, and privileges previously held by First Financial Bank and Associated has assumed all liabilities for which First Financial was previously obligated.

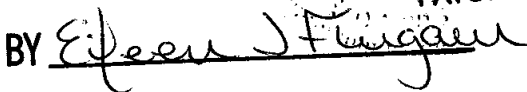

Brian R. Bodager

Subscribed and sworn before me this 17 day of November, 1998

WE HEREBY CERTIFY THIS TO BE A TRUE AND EXACT COPY OF THE EXHIBIT WE HAVE IN OUR FILE.


William M. Bohn
Notary Public, State of Wisconsin
My commission is permanent

EILEEN FLUGAUM
PAYOFF SUPERVISOR

BY 

THIS IS A TRUE AND EXACT COPY

CERTIFICATE OF ASSISTANT SECRETARY OF
FIRST FINANCIAL BANK, FSB

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

1. First Federal Savings and Loan Association of Rockford was converted from a federally chartered mutual savings and loan association to a federally chartered stock savings bank and its name was changed to First Federal Savings Bank, F.S.B. effective September 24, 1992.
2. 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.
3. Annexed hereto are true and correct copies of:
 - (a) Certification of Name Change from First Federal Savings and Loan Association of Rockford to First Federal Savings Bank, F.S.B.
 - (b) The Articles of Combination, which have been endorsed by the Office of Thrift Supervision, reflecting the aforesaid merger of First Financial and First Federal.
 - (b) A Certificate of Merger endorsed by the Office of Thrift Supervision.

Dated December 27, 1995.



Patricia A. Soik, Assistant Secretary

(SEAL)

WE HEREBY CERTIFY THIS TO BE A TRUE
AND EXACT COPY OF THE EXHIBIT WE
HAVE IN OUR FILE.

EILEEN FLUGAUR
PAYOFF SUPERVISOR

BY Eileen J. Flugaur

WE HEREBY CERTIFY THIS TO BE A TRUE
AND EXACT COPY OF THE EXHIBIT WE
HAVE IN OUR FILE.

BY Eileen J. Flugaur
Payoff Supervisor



**Office of Thrift Supervision
Department of the Treasury**

Central Reg

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..

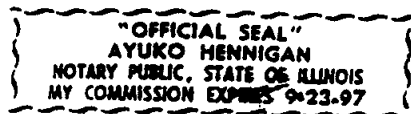
By:

Philip A. Gerbick
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.

Notary Public, State of Illinois



WE HEREBY CERTIFY THIS TO BE A TRUE
AND EXACT COPY OF THE EXHIBIT WE
HAVE IN OUR FILE.

THIS IS A TRUE AND EXACT COPY

BY

EILEEN FLUGAUR
PAYOFF SUPERVISOR

CERTIFICATION OF NAME CHANGE

This is to certify that pursuant to action taken at a special meeting of the members of First Federal Savings and Loan Association of Rockford held at 10:00 a.m. on September 24, 1992, that a Plan of Conversion was adopted by such members under which First Federal Savings and Loan Association of Rockford was converted from a federally chartered mutual savings and loan association to a federally chartered stock savings bank with the corresponding change of its name from First Federal Savings and Loan Association of Rockford to First Federal Savings Bank, F.S.B.

Dated at Rockford, Illinois, is 24th day of September, 1992.

Creston B. Harris
Creston B. Harris
Secretary

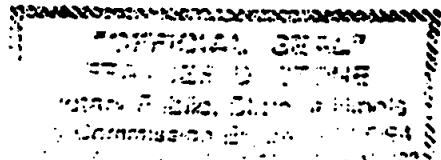
State of Illinois)
) SS
County of Winnebago)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Creston B. Harris, personally known to me to be the Secretary of First Federal Savings Bank, F.S.B. and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered such instrument as such officer, pursuant to authority given by the Board of Directors of such corporation, as his free and voluntary act and as the free and voluntary act of such corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 24th day of September, 1992.

Frances D. Stone
Notary Public

THIS INSTRUMENT PREPARED BY (and return to):
Donald L. Moore
HOLMSTROM & KENNEDY, P.C.
800 North Church Street, P.O. Box 589
Rockford, IL 61105-0589



~~WE~~ **HEREBY CERTIFY THIS TO BE A TRUE AND EXACT COPY OF THE EXHIBIT WE HAVE IN OUR FILE.**

EILEEN FLUGAUR 92 66 1098
PAYOFF SUPERVISOR

BY Eileen J. Flugaur