

CERTIFICATION OF ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION

COMPUTER
RECORDED
COMPARED

REC'D 20 18
AUD'S 1 18
P.M.F.S.

I, Rick A. Thuesen, Corporate Secretary of Firststar Bank Midwest F/K/A Mercantile Bank Midwest hereby certify that the attached Articles of Amendment to the Amended and Restated Articles of Incorporation is a true and exact copy of the original document filed with the Iowa Secretary of State on March 30, 2000.

Dated: April 28, 2000

FIRSTAR BANK MIDWEST

(NO SEAL)

FILED NO. 004109
BOOK 46 PAGE 313

2000 MAY -3 PH 12: 43

Rick A. Thuesen

By: Rick A. Thuesen, Corporate Secretary

JANELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

STATE OF IOWA)
)
COUNTY OF POLK)

On this 28th day of April, 2000, before me, the undersigned Notary Public in and for said State, personally appeared Rick A. Thuesen, to me personally known, who, being by me duly sworn, did say that he is the Corporate Secretary of said corporation; that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Rick A. Thuesen, as such officer, acknowledges the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Pamela J. Larsen
Pamela J. Larsen, Notary Public

PAMELA J. LARSEN
MY COMMISSION EXPIRES
10-4-2002

Prepared by: Jessica Rubes, Firststar Bank, 431 E. Locust St., Des Moines, Iowa 50309
(515) 248-7700

87734
Polk
16939

NYEMASTER LAW FIRM
700 WALNUT ST #1600
DES MOINES IA 50309-3899

87734

Polk

APPROVED
HOLMES FOSTER
SUPERINTENDENT OF BANKING

MAR 28 2000

By Al Ma...
DEPUTY SUPERINTENDENT

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCANTILE BANK MIDWEST

Pursuant to the provisions of Section 1501 of the Iowa Banking Act, the undersigned state bank adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

INST # 076989
RECORDING FEE 1600
AUDITOR FEE _____

COMM 99 01 9:05

DEPT. OF STATE

2000 10 1554 709698 4/1/00

The name of the state bank is Mercantile Bank Midwest. The location of its principal place of business is Des Moines, Polk County, Iowa.

The effective date of its Amended and Restated Articles of Incorporation was the 13th day of November, 1998.

FILED FOR RECORD
POLK COUNTY, IOWA
00 APR -7 P 3:26.3
TIMOTHY J. BRIEN
RECORDER

The following amendment of the Articles of Incorporation was adopted by the shareholders of the state bank:

RESOLVED, that the shareholders of the Bank, adopt the Articles of Amendment regarding the name of the Bank in Article I of the Amended and Restated Articles of Incorporation as follows:

"I
The name of this bank (the "Bank")
will be Firststar Bank Midwest."

RESOLVED FURTHER, that the change in the name of the Bank as set forth above will be effective as of April 14, 2000 (the "Effective Date").

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BK 8466 PG 664

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III

The foregoing amendment was adopted by unanimous written consent of the shareholders in lieu of a special meeting, having the effect of a meeting vote, pursuant to Section 534 of the Iowa Banking Act on February 1, 2000.

MERCANTILE BANK MIDWEST

Daniel B. Watters President

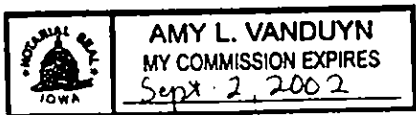
Rick A. Thuesen Secretary
Rick A. Thuesen

Dated as of the 23rd day of March, 2000.

State of Iowa)
) ss:
County of Polk)

On this 23rd day of March, A.D. 2000, before me, a Notary Public in and for said county and state, personally appeared Rick A. Thuesen, to me known to be the person(s) named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

Amy L. Vanduyne
Notary Public in and for the State of Iowa

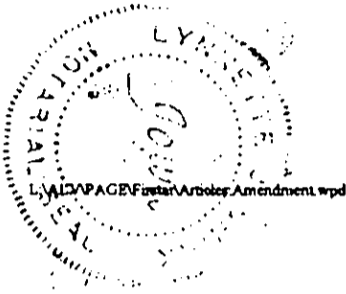


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State of Iowa)
) ss:
County of ~~Black~~ Hawk)

On this 24th day of March, A.D. 2000, before me, a Notary Public in and for said county and state, personally appeared Daniel B. Watters, to me known to be the person(s) named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.



Lynnette Skid

Notary Public in and for the State of Iowa

*Mujemaster Saw Firm
Amy & Dan Dwyer
700 Walnut St Ste 1000
Des Moines, IA 50309*

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03700

BK 8466 PG 666

FILED
IOWA
SECRETARY OF STATE
3-30-2000
8:05 AM

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