

CERTIFICATE OF ASSISTANT SECRETARY
OF FIRST FINANCIAL BANK, FSB

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

MICHELLE UTSELL
RECORDER
MADISON COUNTY, IOWA
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RECORDED
COMPARED
REC \$ 10.00
AUD \$ _____
R.M.F. \$ 100

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.



Patricia A. Janowski

Patricia A. Janowski, Assistant Secretary

RM DRAFTED BY:
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Office of Thrift Supervision
Department of the Treasury


Central Region

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March 7, 1995

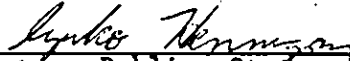
CERTIFICATION

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

