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300863

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CORPORATION(S) NAME

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*****70.00 *****70.00

Merge

Richmond Financial, Inc. merging into:
State Financial Investments, Inc.

FILED
98 MAY 28 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

RICHMOND FINANCIAL, INC., a Florida corporation 300863

INTO

STATE FINANCIAL INVESTMENTS, INC., an Illinois corporation not qualified in
Florida.

File date: May 26, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
MERGING RICHMOND FINANCIAL, INC.
(a Florida corporation)
WITH AND INTO
STATE FINANCIAL INVESTMENTS, INC.
(an Illinois corporation)**

RICHMOND FINANCIAL, INC., a Florida corporation (the "Merging Corporation"), and STATE FINANCIAL INVESTMENTS, INC., an Illinois corporation (the "Surviving Corporation"), hereby execute these Articles of Merger, pursuant to Section 5/11.25, Chapter 805 of the Illinois Business Corporation Act of 1983 and Section 607.1105 of the Florida Business Corporation Act, in connection with the merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation:

FIRST: The Agreement and Plan of Merger is as set forth on Exhibit A hereto, and is hereby incorporated by reference.

SECOND: Such Agreement and Plan of Merger was adopted by the written consent of the sole shareholder of the Merging Corporation, said written consent dated May 21, 1998, in accordance with Section 607.0704 of the Florida Business Corporation Act, and the Merger was duly authorized by all action required by the Florida Business Corporation Act and by the constituent documents of the Merging Corporation.

THIRD: Such Agreement and Plan of Merger was adopted by the written consent of the sole shareholder of the Surviving Corporation, said written consent dated May 21, 1998, in accordance with Section 5/7.10, Chapter 805 of the Illinois Business Corporation Act of 1983, and the Merger was duly authorized by all action required by the Illinois Business Corporation Act of 1983 and by the constituent documents of the Surviving Corporation.

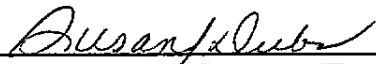
FOURTH: These Articles of Merger shall be effective, and the Merger shall take effect, on the date when these Articles of Merger have been filed with both the office of the Illinois Secretary of State and the Florida Secretary of State, as indicated by the issuance of a certificate of merger by each of the Secretary of State of Illinois and Florida.

98 MAY 26 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

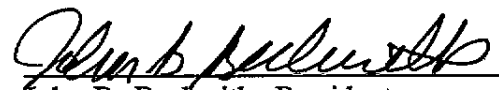
IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned corporations as of the 21 day of May, 1998.

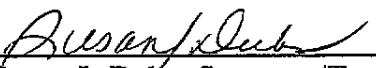
RICHMOND FINANCIAL, INC.,
a Florida corporation

By: 
John B. Beckwith, President

Attest: 
Susan J. Dubs, Secretary/Treasurer

STATE FINANCIAL INVESTMENTS, INC.,
an Illinois corporation

By: 
John B. Beckwith, President

Attest: 
Susan J. Dubs, Secretary/Treasurer

This document was drafted by, and a copy hereof should be returned to Peter D. Fetzer of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of May 22, 1998, by and between **RICHMOND FINANCIAL, INC.**, a Florida corporation ("RF"), and **STATE FINANCIAL INVESTMENTS, INC.**, an Illinois corporation ("SFI").

W I T N E S S E T H :

WHEREAS, the authorized capital stock of RF consists of fifty (50) shares of common stock, \$100.00 par value per share ("RF Common Stock"), of which fifty (50) shares are issued and outstanding as of the date hereof.

WHEREAS, the authorized capital stock of SFI will consist solely of fifty (50) shares of common stock, \$100.00 par value per share ("SFI Common Stock").

WHEREAS, one (1) share of SFI Common Stock is issued and outstanding and is owned of record by RF.

WHEREAS, RF and SFI are entering into this Plan of Merger, which contemplates the merger (the "Merger") of RF with and into SFI upon the terms and conditions provided herein and pursuant to the applicable provisions of the Illinois Business Corporation Act of 1983 (the "IBCA"), the applicable provisions of the Florida Business Corporation Act (the "FBCA") and Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

WHEREAS, the respective Board of Directors of RF and SFI deem it in the best interest of their respective corporations and shareholders that RF be merged with and into SFI with SFI being the surviving corporation of the Merger, and each such Board of Directors has approved this Plan of Merger, has authorized its execution and delivery, has directed that this Plan of Merger be submitted to its respective sole shareholder for approval and has recommended its approval.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and in accordance with the IBCA and FBCA, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE 1

The Merger

1.01 The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined below), RF will be merged with and into SFI, in accordance with the applicable provisions of the IBCA and the applicable provisions of the FBCA.

1.02 The Effective Time of the Merger. Subject to the provisions of this Plan of Merger, articles of merger (the "Articles of Merger") shall be duly prepared and executed by RF and SFI and thereafter delivered to the Secretary of State of the State of Illinois and Florida for filing as provided in the IBCA and in the FBCA as soon as practicable after approval of this Plan of Merger and the Merger by the shareholders of RF and SFI. The Merger shall become effective on the date when the Articles of Merger have been filed with the Secretary of State of Illinois and with the Secretary of State of Florida as indicated by the issuance of a certificate of merger by each of the Secretary of State of Illinois and Florida.

1.03 Effects of the Merger.

(a) At the Effective Time, (i) the separate existence of RF shall cease and RF shall be merged with and into SFI as provided in the IBCA and the FBCA (RF and SFI are sometimes referred to herein as the "Constituent Corporations," and SFI, after consummation of the Merger, is sometimes referred to herein as the "Surviving Corporation"); (ii) the Articles of Incorporation of SFI in effect as of the Effective Time shall continue without change as the Articles of Incorporation of the Surviving Corporation; (iii) the By-laws of SFI in effect as of the Effective Time shall continue without change (until further amended in accordance with applicable laws) as the By-Laws of the Surviving Corporation; and (iv) the members of the Board of Directors and the officers of SFI as of the Effective Time shall continue without change as the directors and officers of the Surviving Corporation (in each case until such time as their respective successors are duly elected or their earlier resignation, death, retirement or termination).

(b) In accordance with the applicable provisions of the IBCA and the applicable provisions of the FBCA, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties, of each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thereafter attach to the Surviving Corporation, and may be

enforced against it to the same extent as if said debts and liabilities had been incurred or contracted by it. Any action or proceeding, whether civil, criminal, administrative or investigatory, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

ARTICLE 2

Effect of the Merger on the Capital Stock of the Constituent Corporations

2.01 Effect on RF Common Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or the sole shareholder of RF, all shares of RF Common Stock issued and outstanding or held in the treasury, if any, immediately prior to the Effective Time shall automatically be converted into an equal number of fully paid and non-assessable shares of SFI Common Stock.

2.02 Effect on SFI Common Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or the sole shareholder of SFI, all shares of SFI Common Stock issued and outstanding or held in treasury, if any, immediately prior to the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.

ARTICLE 3


Termination; Amendment

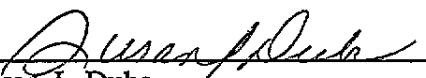
3.01 Termination. This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of RF and SFI at any time until the first to occur of the filing of the Articles of Merger with the Secretary of State of Illinois or the filing of the Articles of Merger with the Secretary of State of Florida.

3.02 Amendment. Subject to the following sentence, this Plan of Merger may be amended, modified or supplemented by the Constituent Corporations at any time until the first to occur of the filing of the Articles of Merger with the Secretary of State of Illinois or the filing of the Articles of Merger with the Secretary of State of Florida. Notwithstanding the foregoing, amendments, modifications or supplements of this Plan of Merger that are required by the Secretary of State of Illinois or the Secretary of State of Florida and that do not materially and adversely affect the rights, benefits and obligations of any Constituent Corporation may be made unilaterally by the Constituent Corporation filing this Plan of Merger with such office.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement and Plan of Merger as of the date and year first above written.

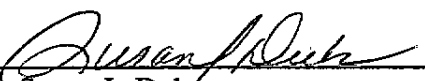
**RICHMOND FINANCIAL, INC.,
a Florida corporation**

By: 
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President

Attest: 
Susan J. Dubs
Secretary/Treasurer

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