

**Provident
Bank**

One East Fourth Street, 860A • Cincinnati, Ohio 45202
Phone: (513) 639-4840 • Fax: (513) 763-8069

F95000004371

Fred L. Darlington
Vice President and Senior Counsel

November 22, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/28/00--01029--001
*****70.00 *****70.00

RE: Merger of Provident Bank of Florida into The Provident Bank

To Whom It May Concern:

Enclosed for filing please find Articles of Merger on behalf of Provident Bank of Florida, which is being merged into The Provident Bank, an Ohio corporation. The surviving entity is The Provident Bank which is located in Cincinnati, Ohio and therefore approval from the Florida Department of Banking is not necessary.

Please proceed with filing the Articles of Merger as Provident Bank of Florida will cease to exist and be combined with The Provident Bank. Also enclosed is the filing fee of \$70.00 to cover the merging and surviving corporation. Upon filing please forward a file stamped copy of the Articles of Merger to me.

If you have any questions or need any additional information, please give me a call at the above said number. I would appreciate your immediate assistance as the scheduled effective date of this merger is November 30, 2000.

Very truly yours,



Fred L. Darlington
Vice President and Senior Counsel

FLD:blp

FLD\LETTERS\FL_D_S

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 AM 11:59

EFFECTIVE DATE
11-30-2000

Merger
hfs
12-15-2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROVIDENT BANK OF FLORIDA, a Florida corporation (Document #J84483)

into

THE PROVIDENT BANK, INC., an Ohio entity F95000004371

File date: November 28, 2000 , effective November 30, 2000

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE
11-30-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 AM 11:59

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105 and §607.1101, F.S.

First. The name, address and jurisdiction of the surviving corporation:

<u>Name & Address</u>	<u>Jurisdiction</u>
The Provident Bank One East Fourth Street Cincinnati, Ohio 45202	Ohio

Second. The name, address and jurisdiction of the merging corporation:

<u>Name & Address</u>	<u>Jurisdiction</u>
Provident Bank of Florida 1549 Ringling Boulevard Sarasota, Florida 34236	Florida

Third. The Agreement and Plan of Merger is attached.

Fourth. The merger shall become effective on November 30, 2000.

Fifth. The Agreement & Plan of Merger was adopted by the shareholder and board of directors of The Provident Bank on September 22, 2000.

The Agreement & Plan of Merger was adopted by the board of directors of the Provident Bank of Florida on September 20, 2000 and by the shareholder on September 22, 2000.

Sixth. The Provident Bank hereby appoints the Secretary of State of Florida as its agent for Service of Process and in any proceedings to enforce any obligations or rights of dissenting shareholders of each domestic corporation that is a party to the merger.

The surviving entity The Provident Bank has agreed to promptly pay to the dissenting shareholders the amount if any, to which they are entitled under §607.1302, F.S.

The Provident Bank

By: Mark E. Magee
Mark E. Magee, Secretary

Provident Bank of Florida

By: Mark E. Magee
Mark E. Magee, Secretary

AMENDED AGREEMENT AND PLAN OF MERGER

This Amended Agreement and Plan of Merger ("Merger Agreement") is made this 27th day of October, 2000 between The Provident Bank of Florida, a Florida banking corporation ("Florida Bank") and The Provident Bank, an Ohio banking corporation ("Provident" and together with Florida Bank, the "Constituent Corporations").

RECITALS:

WHEREAS, the board of directors of Florida Bank and Provident believe that it is in their best interest and the best interest of their parent company, Provident Financial Group, Inc. ("PFG"), that Florida Bank be merged with and into Provident, with Provident continuing as the surviving corporation (the "Merger"); and

WHEREAS, Provident and Florida Bank are wholly-owned subsidiaries of PFG;

NOW, THEREFORE, the undersigned corporations, in accordance with Sections 658.40 through 658.45 of the Florida Statutes and Section 1701.801 of the Ohio Revised Code, and in consideration of the premises and the mutual agreements and covenants herein contained hereby agree as follows:

ARTICLE 1.

MERGER OF FLORIDA BANK INTO PROVIDENT

1.1 At the Effective Time (as hereinafter defined), Florida Bank shall be merged with and into Provident, which shall be the surviving corporation (the "Surviving Corporation") and which shall continue in its corporate existence as a banking corporation under the laws of the state of Ohio under the name "The Provident Bank."

1.2 A Certificate of Merger and Articles of Merger, shall be filed as promptly as possible in the manner required by the laws of the states of Ohio and Florida, and the date and time of the latter of such filings shall be the effective time of the Merger (the "Effective Time").

ARTICLE 2.

CANCELLATION OF SHARES

2.1 On and as of the Effective Time, each share of Florida Bank then issued and outstanding shall be canceled.

2.2 The capital stock of the Surviving Corporation shall be unaffected by the Merger and all presently issued and outstanding shares of capital stock of the Surviving Corporation shall remain the issued and outstanding shares of capital stock of the Surviving Corporation immediately after the Effective Time of the Merger.

ARTICLE 3.

LEGAL AND FINANCIAL ASPECTS OF THE MERGER

3.1 The Articles of Incorporation and Code of Regulations of the Surviving Corporation in effect as of the Effective Time of the Merger shall continue to be the Articles of Incorporation and Code of Regulations of the Surviving Corporation.

3.2 The directors and officers of Provident shall be the directors and officers of the Surviving Corporation and shall continue in office until the next annual meetings of shareholders and directors or until their successors are duly qualified and elected. The names and addresses of the Surviving Corporation directors are listed in Exhibit A attached.

3.3 From the Effective Time, the Surviving Corporation agrees to be subject to service of process in the State of Florida with respect to any obligation of Florida Bank as well as for the enforcement of any of its obligations arising from the Merger, including any suit or other proceedings pursuant to Florida law. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its agent for service of process in any suit or other proceeding.

3.4 The Merger was unanimously approved by the sole shareholder of the Constituent Corporations. The Surviving Corporation shall comply with Florida Business Corporation Act as it relates to dissenting shareholders.

ARTICLE 4.

EFFECTS OF THE MERGER

From and at all times after the Effective Time, the Merger shall have the effect provided by the laws of Ohio and Florida. Without limiting the generality of the foregoing, upon the Effective Time:

a. The separate existence of Florida Bank shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers of Florida Bank immediately prior to the Effective Time shall execute, acknowledge, and deliver such instruments and do such acts for any such purposes, and the existence of Florida Bank and the authority of the officers and directors shall continue notwithstanding the Merger.

b. The Surviving Corporation shall possess all assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations all of which shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in the Constituent Corporations shall not ever or in any way be impaired by reason of the Merger.

c. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations. Any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place or the Surviving Corporation may be substituted in its place.

d. All the rights of creditors of the Constituent Corporations shall be preserved unimpaired and all liens upon the property of the Constituent Corporations shall be preserved unimpaired on only the property affected by such liens immediately prior to the Effective Time of the Merger.

ARTICLE 5.

TERMINATION OF THE AGREEMENT

At any time prior to the Effective Time, the parties to this Agreement may terminate this Agreement by mutual written consent. In the event of such termination, this agreement shall become void and neither Florida Bank nor Provident shall be held liable with respect to such termination.

ARTICLE 6.

MISCELLANEOUS

6.1 The Agreement shall be governed by and interpreted in accordance with the laws of the State of Ohio.

6.2 This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereunto have caused this Agreement to be executed as of the date first stated above by their duly authorized officers.

PROVIDENT BANK OF FLORIDA

By: Stephen S. Kunk
Its: President

THE PROVIDENT BANK

By: Walter S. White
Its: Senior Vice President

EXHIBIT A

<u>Director Name</u>	<u>Address</u>
Jack M. Cook	One East Fourth Street, Cincinnati, Ohio 45202
Thomas D. Grote, Jr.	One East Fourth Street, Cincinnati, Ohio 45202
Robert L. Hoverson	One East Fourth Street, Cincinnati, Ohio 45202
Philip R. Myers	One East Fourth Street, Cincinnati, Ohio 45202
Joseph A. Pedoto	One East Fourth Street, Cincinnati, Ohio 45202
Sidney A. Peerless	One East Fourth Street, Cincinnati, Ohio 45202
Joseph A. Steger	One East Fourth Street, Cincinnati, Ohio 45202