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CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400001989294--0
-10/22/96--01129--029
*****35.00 *****35.00

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*****35.00 *****35.00

Citizens Bank Leasing

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DIVISION OF CORPORATIONS
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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

September 8, 1996

Mr. David M. Ozbun
President
Citizens Bank of Kentucky/
Citizens Banc Leasing, Inc.
P. O. Box 18368
Louisville, KY 40266-0368

Dear Mr. Ozbun:

Re: "Citizens Banc Leasing, Inc."

Reference is made to your letter/fax dated September 4, 1996, requesting approval of the above-referenced corporate name which will be a subsidiary of Citizens Bank of Kentucky.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Citizens Banc Leasing, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Kentucky

(State or country under the law of which it is incorporated)

3. 61-1305389

(FEI number, if applicable)

4. July
19, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. P.O. Box 16468, Louisville, Kentucky 40256-0368

(Current mailing address)

8. banking

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

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10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

G. L. Hatfield
(Registered agent's signature) (Officer)

G. L. Hatfield
Assistant Secretary

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dwight Nustrick

Address: 20 N. W. Third Street, Evansville, IN 47739

Director ~~XXXXXXXXXX~~ David Ozbun

Address: 4040 Dixie Highway, Louisville, KY 40216

Director: Patrick Sullivan

Address: 960 Breckinridge Lane, Louisville, KY 40207

Director: John Spruill

Address: 20 N. W. Third Street, Evansville, IN 47739

B. OFFICERS

President: David M. Ozbun

Address: 4040 Dixie Highway
Louisville, Kentucky 40216

Vice President: Patrick Sullivan

Address: 960 Breckinridge Lane, Louisville, KY 40207

Secretary: John R. Spruill

Address: 4040 Dixie Highway
Louisville, Kentucky 40216

Treasurer: Ralph Alley

Address: 20 N. W. Third Street, Evansville, IN 47739

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David M. Osburn - President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Osburn, President
(Typed or printed name and capacity of person signing application)

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE


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I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby
certify that according to the records in the Office of the Secretary of State,
CITIZENS BANC LEASING, INC.

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky,
whose date of incorporation is JULY 19, 1996;
and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid
to date; that Articles of Dissolution have not been filed; and that the most recent annual report
required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of
State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at
Frankfort, Kentucky, this 10TH day of OCTOBER, 1996.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

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