

F98000004710

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AmTrust Financial Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

700002599457-8
-07/27/98--01091--003
****131.25 ****131.25

James Sadock, Jr., Esq.

(Name of Person)

AmTrust Bank

(Firm/Company)

5550 Glades Road, Suite 100

(Address)

Boca Raton, FL 33431

(City/State/Zip)

W98-17027

JP8/18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 18 AM 11:16

Should you need to call someone concerning this matter, please call:

James Sadock, Jr. at (561) 447-2305
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

773060 owner
must be updated



Via Airborne Express

July 24, 1998

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Application by AmTrust Financial Services, Inc., an Ohio corporation, for authorization to transact business in Florida.

Ladies and Gentlemen:

I am Associate Counsel of AmTrust Bank, a division of Ohio Savings Bank. In connection with the referenced matter I am pleased to forward herewith the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Existence from the Secretary of State of the State of Ohio;
4. Consent of Ohio Savings Bank, successor to AmTrust Bank, a Savings Bank, as holder of Florida Trademark Number T13060, to the Application by Foreign Corporation for Authorization to Transact Business in Florida; and
5. Ohio Savings Bank's Check No. 030612 for \$131.25 payable to the Florida Department of State, for Registration Fee (\$70.00), Certificate of Status (\$8.75) and Certified Copy of Filing (\$52.50).

Please do not hesitate to call me at (561) 447-2305 should you have any questions or require anything further.

Very truly yours,

James Sadock, Jr.
Associate Counsel

JS:dmv

cc: Marc W. Freimuth, Esq.
Alan W. Presby
Steven S. Swartz, Esq.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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OHIO SAVINGS BANK

Consent of Trademark Holder to Application
by Foreign Corporation for
Authorization to Transact Business in Florida

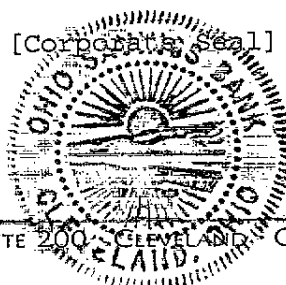
KNOW ALL PERSONS BY THESE PRESENTS:

1. OHIO SAVINGS BANK, a federally chartered savings bank, successor by merger to AmTrust Bank, F.S.B., f/k/a AmTrust Bank, a Savings Bank (the "Bank"), is the owner and holder of the Florida Registered Trademark "AmTrust Financial Services," Number T13060.
2. The Bank, as Trademark holder, hereby consents to the Application by Foreign Corporation for Authorization to Transact Business in Florida of AmTrust Financial Services, Inc., an Ohio corporation, and to its use in Florida of the corporate name AmTrust Financial Services, Inc.
3. Attached hereto are copies of the following:
 - a. Letter dated October 11, 1993, from the Office of Comptroller, Department of Banking and Finance, State of Florida, evidencing the conversion of AmTrust Bank, a Savings Bank, to a federal savings and loan association known as AmTrust Bank, F.S.B.; and
 - b. Articles of Merger for the merger of Ohio Savings Bank, F.S.B. and AmTrust Bank, F.S.B.

OHIO SAVINGS BANK, a federally
chartered savings bank, successor by
merger to AmTrust Bank, F.S.B., f/k/a
AmTrust Bank, a Savings Bank

By: Marc W. Freimuth
Marc W. Freimuth, Senior Vice
President and Secretary

[Corporate Seal]



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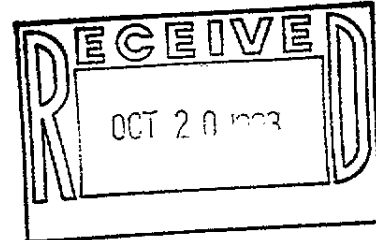


GERALD LEWIS
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

October 11, 1993



Mr. Marc W. Freimuth
Senior Vice President
AmTrust Bank, F.S.B.
5550 Glades Road
Boca Raton, Florida 33431

Dear Mr. Freimuth:

Re: Conversion of AmTrust Bank, a Savings Bank,
to a federal savings and loan association

We are enclosing for your files the cancelled Certificate of Authority to Transact a General Savings and Loan Business. The Certificate has been cancelled pursuant to the conversion of the association to a federal savings and loan association, effective October 1, 1993. The institution will now be known as AmTrust Bank, F.S.B. The cancelling of the charter serves to surrender the association's state charter.

Also enclosed is a Certificate of Surrender of State Charter. This certificate should be completed and forwarded to the Secretary of State's office, with the filing fee, at the address indicated thereon.

We wish you much success in the transition to a new banking identity and trust you will feel free to call on this office if we can be of service to you.

Sincerely,

Judy Graham
Financial Specialist
Licensing and Chartering
Division of Banking
The Capitol
(904) 487-1410

JG:g
Enclosures

cc: Office of Thrift Supervision, Atlanta, Georgia
Bureau of Financial Institutions - District II
Bureau of Research, Planning and Staff Development
Bureau of Corporations, Secretary of State
Articles of Incorporation

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DIVISION OF CORPORATIONS
98 AUG 18 AM 11:16

02/16/96 14:36

NO. 525 008

04/03/95 13:16

GREENBERG TRAURIG - 216 6965131

NO. 337 002

APR -03 '95 (MON) 11:57

P. 001

**ARTICLES OF MERGER
FOR THE
MERGER OF OHIO SAVINGS BANK, F.S.B.
AND
AMTRUST BANK, F.S.B.**

The undersigned officers of OHIO SAVINGS BANK, F.S.B., Cleveland, Ohio ("Ohio Savings"), a federally chartered stock savings bank, and AMTRUST BANK, F.S.B., Boca Raton, Florida ("AmTrust"), a federally chartered stock savings bank, for the purpose of merging AmTrust with and into Ohio Savings pursuant to 12 C.F.R. §552.13, with Ohio Savings being the surviving entity, hereby certify that:

1. Plan of Merger and Merger Agreement. Attached hereto as Exhibit A is the Plan of Merger and Merger Agreement between AmTrust and Ohio Savings which was adopted on January 13, 1995 by the shareholders of each (the "Plan of Merger"), pursuant to which AmTrust shall merge into Ohio Savings with Ohio Savings being the surviving entity.

2. Outstanding Shares and Voting.

(a) Ohio Savings. The number of shares of Ohio Savings common stock outstanding prior to the merger of AmTrust into Ohio Savings was 22,292 shares (all of which are owned by Ohio Savings Financial Corporation ("OSFC")), which were voted at the special meeting of shareholders held on January 13, 1995 with respect to the Plan of Merger. The following sets forth how such shares were voted on the Plan of Merger:

	<u>Number of Votes</u>	<u>Percent of Votes Eligible to be Cast</u>
For	22,292	100%
Against	0	0
Abstain	0	0
Not Voted	0	0

(b) AmTrust. The number of shares of AmTrust common stock outstanding prior to the merger of AmTrust into Ohio Savings was 511,665 shares (271,930 of which are owned by Ohio Savings and 239,735 of which are owned by OSFC), which were voted at the special meeting of shareholders held on January 13, 1995 with respect to the Plan of Merger. The following sets forth how such shares were voted on the Plan of Merger.

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98 AUG 18 AM 11:11

OPTIONAL FORM 99 (7-00)

FAX TRANSMITTAL,

of pages - 2

02/16/96

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TELEPHONE 216 8765131

NO. 337

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P. 002

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	Number of Votes	Percent of Votes Eligible to be Cast
For	511,665	100%
Against	0	0
Abstain	0	0
Not Voted	0	0

IN WITNESS WHEREOF, each party hereto has caused this instrument to be executed on its behalf by its duly authorized officers as of the 31st day of March, 1995.

Attest:

OHIO SAVINGS BANK, F.S.B.

Gerald Goldberg
Gerald Goldberg, Executive Vice
President and Assistant Secretary

By: David Goldberg
David Goldberg, Executive Vice President

Marc W. Freimuth
Marc W. Freimuth, Secretary

Attest:

AMTRUST BANK, F.S.B.

Gerald Goldberg
Gerald Goldberg, Executive Vice
President and Assistant Secretary

By: David Goldberg
David Goldberg, Executive Vice President

Marc W. Freimuth
Marc W. Freimuth, Secretary

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ENDORSEMENT

These Articles of Merger were filed with the Corporate Secretary of the Office of Thrift Supervision in the Department of Treasury and endorsed pursuant to 12 C.F.R. §552.13(j), effective at 5:00 a.m., Eastern Time, on March 31st, 1995.

Signed: Nedra H. Washington



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1998

JAMES SADOCK, JR., ESQ.
AMTRUST BANK
5550 GLADES RD., STE. 100
BOCA RATON, FL 33431

SUBJECT: AMTRUST FINANCIAL SERVICES, INC.
Ref. Number: W98000017027

We have received your document for AMTRUST FINANCIAL SERVICES, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

We have received the letter of consent for the use of the trademark, T13060; however, it is not sufficient to file the application for authority. A trademark assignment or a certified copy of the merger must be submitted to our office before the name will be available. Please call (850)487-6051 for information concerning the fees and forms necessary to update the trademark on our records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00039510

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98 AUG 18 AM 11:16



Via Airborne Express

August 7, 1998

Ms. Jennifer Sindt, Document Examiner
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Application by AmTrust Financial Services, Inc., an Ohio corporation, for authorization to transact business in Florida.

Dear Ms. Sindt:

I am in receipt, and thank you for, your letter of July 27, 1998, a copy of which is enclosed herewith for ease of reference.

At your request, I am pleased to forward herewith a copy of the Articles of Merger of Ohio Savings Bank and AmTrust Bank, certified by the Office of Thrift Supervision, Department of the Treasury, with Seal of Office affixed.

Please do not hesitate to call me at (561) 447-2305 should you have any questions or require anything further.

Very truly yours,

James Sadock, Jr.
Associate Counsel

JS:dmv

cc: Marc W. Freimuth, Esq.
Alan W. Presby
Steven S. Swartz, Esq.

No fee included.
IS sending
TM assigned.

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AMTRUST BANK

a division of Ohio Savings Bank

Via Airborne Express

August 14, 1998

Ms. Jennifer Sindt, Document Examiner
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Application by AmTrust Financial Services, Inc., an Ohio corporation, for authorization to transact business in Florida.

Dear Ms. Sindt:

In accordance with your telephone call on August 11, 1998, and your letter of July 27, 1998, a copy of which is enclosed herewith for ease of reference, I am pleased to forward herewith:

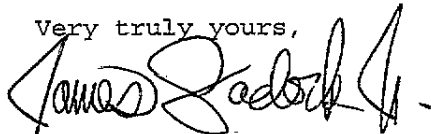
1. Assignment of Mark Registration form for the Mark "AmTrust Financial Services," Registration No. T 13060; and

2. Ohio Savings Bank's Check No. 033491 for \$50.00 payable to the Division of Corporations for the filing fee.

If it should turn out that the Assignment of Mark Registration is acceptable in lieu of the certified copy of the Articles of Merger of Ohio Savings Bank and AmTrust Bank which we previously delivered, please return the certified copy to me along with the Certificate of Status and certified copy of filing requested in my July 24, 1998 correspondence.

Thank you for your continued assistance in this matter. Please do not hesitate to call me at (561) 447-2305 should you have any questions or require anything further.

Very truly yours,



James Sadock, Jr.
Associate Counsel

JS:dmv

cc: Marc W. Freimuth, Esq.
Alan W. Presby
Steven S. Swartz, Esq.

Filed
8/18/98

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. AmTrust Financial Services, 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. State of Ohio 3. 34-1794685
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 30, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Will not transact business in Florida until Certificate of Authority issued.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 200 Ohio Savings Plaza
1801 East Ninth Street
Cleveland, Ohio 44114
(Current mailing address)

To originate, buy, sell and deal in real estate mortgages; and to engage
8. in any other lawful activity.

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

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: James Sadock, Jr., Esq.
AmTrust Bank
Office Address: 5550 Glades Road, Suite 100
Boca Raton, Florida, 33431
(Zip code)

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10. Registered agent's 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 obligations of my position as registered agent.

James Sadock, Jr.
(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Director:

~~Chairman~~ Robert Goldberg

Address: 1801 East Ninth Street

Cleveland, Ohio 44114

Director:

~~Vice Chairman~~ David Goldberg

Address: 1801 East Ninth Street

Cleveland, Ohio 44114

Director: Gerald Goldberg

Address: 1801 East Ninth Street

Cleveland, Ohio 44114

Director:

Address:

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: Please see attached Addendum for Officers List.

Address:

Vice President:

Address:

Secretary:

Address:

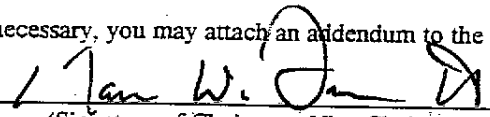
Treasurer:

Address:

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marc W. Freimuth, Senior Vice President and Secretary

(Typed or printed name and capacity of person signing application)

ADDENDUM
AmTrust Financial Services, Inc.
Officers List

<u>Name/Address</u>	<u>Office(s)</u>
Robert Goldberg 1801 East Ninth Street Cleveland, Ohio 44114	President
David Goldberg 1801 East Ninth Street Cleveland, Ohio 44114	Executive Vice President and Assistant Secretary
Gerald Goldberg 1801 East Ninth Street Cleveland, Ohio 44114	Executive Vice President and Assistant Secretary
Marc W. Freimuth 1801 East Ninth Street Cleveland, Ohio 44114	Senior Vice President and Secretary
Alan W. Presby 1801 East Ninth Street Cleveland, Ohio 44114	Senior Vice President and Treasurer
Frank J. Bologna 1801 East Ninth Street Cleveland, Ohio 44114	Senior Vice President
Michael S. Attias 4600 South Ulster Street Denver, Colorado 80237	Vice President
Patrick Bollinger 100 West Road, Suite 300 Towson, Maryland 21204	Vice President
Paul J. McGinty, Jr. Three Democracy Center 6905 Rockledge Drive, Ste 600 Bethesda, Maryland 20817	Vice President
Steven Loonam 7150 E Camelback Road, Ste 300 Scottsdale, Arizona 85251	Assistant Vice President

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show AMTRUST FINANCIAL SERVICES, INC., an Ohio corporaion, Charter No. 887464, having its principal location in Cleveland, County of Cuyahoga, was incorporated on November 30, 1994 and is currently in **GOOD STANDING** upon the records of this office.*



WITNESS my hand and official

seal at Columbus, Ohio on

July 17, 1998

Bob Taft

Bob Taft
Secretary of State

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