

368 EAST BROAD STREET
COLUMBUS, OHIO 43215
FAX 614/221-0216
TELEPHONE 614/228-6135

W67027



CARLILE PATCHEN & MURPHY
ATTORNEYS AT LAW

June 24, 1997

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

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Heartland Group of
Companies, Inc. -
Amendment of Articles of
Incorporation

Dear Sir or Madam:

Enclosed please find an Amendment to the Articles of Incorporation of the above-captioned corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fees related to this transaction.

To verify receipt of this document, please time-stamp the enclosed, additional copy of the Amendment, and forward it to me in the enclosed, self-addressed envelope.

Thank you for your time and attention to this matter. Should you have any questions, or require any additional information, please feel free to contact me at 1-800-666-2762.

Very truly yours,

CARLILE PATCHEN & MURPHY LLP

Lisa R. Anderson
Lisa R. Anderson
Paralegal

[Handwritten signature]

LRA/LRA/254301
078081.007
enclosures
cc: Michael A. Smith, Esq.

[Handwritten initials]
9/14

N/C Amend

FILED
97 SEP 18 AM 9 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF

HEARTLAND GROUP OF COMPANIES, INC.

FILED
97 SEP 18 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the Amended Articles of Incorporation attached hereto as Exhibit "A".

The Amended Articles of Incorporation were approved by the shareholders at a meeting duly noticed and called on June 19, 1997. There were 7,575,588 votes cast for the Amended Articles of Incorporation, 52,671 against, and 783,473 abstained out of 8,411,732 shares of common stock entitles to vote.

Signed this 19th day of June, 1997.

HEARTLAND GROUP OF COMPANIES, INC.

By: Michael E. Guirlinger, President
Michael E. Guirlinger, President

EXHIBIT A

Amended Articles of Incorporation
of
HEARTLAND GROUP OF COMPANIES, INC.

Article I. The name is hereby amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

THE BANC STOCK GROUP, INC.

All remaining Articles shall remain the same as set forth in the corporation's Amended Articles of Incorporation dated July 7, 1993.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

August 19, 1997

Michael A. Smith
Carlile Patchen & Murphy, LLP
366 East Broad Street
Columbus, Ohio 43215

Dear Mr. Smith:

Re: "The Banc Stock Group, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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

366 EAST BROAD STREET,
COLUMBUS, OHIO 43215
FAX 614/221-0216
TELEPHONE 614/228-6135
<http://www.cpm-law.com>

CARLILE PATCHEN & MURPHY LLP
ATTORNEYS AT LAW



September 8, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Ms. Teresa Brown

RECEIVED
97 SEP 16 AM 9:14
DIVISION OF CORPORATIONS

Re: Heartland Group of
Companies, Inc. -
Amendment to Articles of
Incorporation

Dear Ms. Brown:

You will find enclosed the following information
pertaining to the above-captioned matter:

1. Amendment to Articles of Incorporation, originally
filed with your office in June, 1997;
2. Correspondence from you dated July 7, 1997,
rejecting the Amendment because of the use of the
word "Banc" in the corporate name; and
3. Correspondence from the Office of the Comptroller
dated August 19, 1997, advising they do not object
to our use of the word "Banc" in our new corporate
name.

At this time, we request that the amendment be processed
and completed. Our check in the amount of \$35.00 was mailed with
the original application, and was retained by your office.


To confirm receipt of this information, please time stamp
the additional copy of the Amendment, and return it to me in the
enclosed, self-addressed envelope.

Ms. Teresa Brown
September 8, 1997
Page 2

Thank you for your assistance with this matter. Should you have any questions, or require any additional information, please feel free to contact me at 1-800-666-2762.

Very truly yours,

CARLILE PATCHEN & MURPHY LLP


Lisa R. Anderson
Paralegal

LRA/LRA/264696
078081.007

enclosures

cc: Ms. Sandra Quinn (w/ encl.)
Michael A. Smith, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 7, 1997

**LISA R. ANDERSON
CARLILE PATCHEN & MURPHY
360 E. BROAD STREET
COLUMBUS, OH 43215**

**SUBJECT: HEARTLAND GROUP OF COMPANIES, INC.
Ref. Number: L67027**

We have received your document for HEARTLAND GROUP OF COMPANIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg, 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 997A00035025