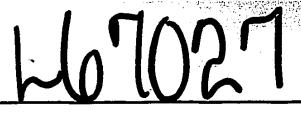
366 EAST BROAD STREET COLUMBUS, OHIO 43215 FAX 614/221-0216 TELEPHONE 614/228-6135





CARLILE PATCHEN & MURPHY ATTORNEYS AT LAW

June 24, 1997 500002226735--0 -06/30/97--01127--018 *****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 PATCHER & MURPHY LLP

Lisa R. Anderson

Paralegal

LRA/LRA/254301 078081.007 enclosures

enclosures cc: Michael A. Smith, Esq. JUJ

FILED

SEP 18 M 9 14

CRETARY OF STATE
LAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION OF HEARTLAND GROUP OF COMPANIES, INC.

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, 577 votes cast for the Amended Articles of Incorporation, 52.67 against, and 773, 473 abstained out of 9.411,732 shares of common stock entitles to vote.

Signed this 19^{th} day of June, 1997.

HEARTLAND GROUP OF COMPANIES, INC.

By: Michael E Guirlinger President

EXHIBIT A

Amended Articles of Incorporation

<u>of</u>

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.



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,

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

CARLILE PATCHEN & MURPHY LLP



September 8, 1997

97 SEP 16 All 9: 14 bivision of corporations

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

Attn: Ms. Teresa Brown

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:

- Amendment to Articles of Incorporation, originally filed with your office in June, 1997;
- 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



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