

**Provident  
Financial Group, Inc.**

One East Fourth Street, 860A • Cincinnati, Ohio 45202  
Phone: (513) 579-2861 • Fax: (513) 763-8069

**Mark E. Magee**  
Vice President and General Counsel

April 7, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400003212324--8  
-04/18/00--01039--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

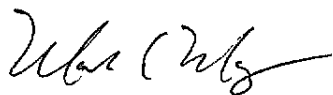
FGBI Acquisition Corp., a Florida Corporation, desires to merge into Provident Financial Group, Inc., an Ohio corporation. In order achieve that end enclosed for filing please find the following:

- Original and one copy of Articles of Merger and attached Plan and Agreement of Merger of FGBI Acquisition Corp. into Provident Financial Group, Inc.
- Check No. 0365701 for \$35.00 payable to the Florida Department of State
- Postage-paid, self addressed return envelope

Once the filing is complete, kindly forward to the undersigned, in the envelope provided, one file-stamped copy of the Certificate of Merger form (or your form of confirmation) to confirm that our form has been accepted and is of record.

If there are any questions concerning this matter, please call my secretary, Bonnie Preisler at 1-800-262-9801 x12867. Thank you for your assistance.

Very truly yours,



Mark E. Magee  
Senior Vice President, General Counsel

EFFECTIVE DATE  
4/30/00

FILED  
00 APR 18 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MEM:blp  
Enclosures  
MEM.LETTERS\FGBIMERGERREQFL.DOC

Merger  
5/1/00

Spayne

---

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FGBI ACQUISITION CORP., a Florida corporation, P97000044744

INTO

**PROVIDENT FINANCIAL GROUP, INC.**, an Ohio corporation not qualified in  
Florida.

File date: April 18, 2000, effective April 30, 2000

Corporate Specialist: Susan Payne

FILED

**ARTICLES OF MERGER**  
**(Profit Corporations)**

00 APR 18 PM 3: 35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name jurisdiction and address of principal office of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Address</u>
<u>Provident Financial Group, Inc.</u>	<u>Ohio</u>	<u>One East Fourth Street, Cincinnati, Ohio</u>

EFFECTIVE DATE  
4/30/00

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>FGBI Acquisition Corp.</u>	<u>Florida</u>

**Third:** The Plan of Merger is attached as Exhibit A hereto.

**Fourth:** The merger shall become effective on April 30, 2000.

**Fifth:** Adoption of Merger by surviving corporation(s) (**COMPLETE ONLY ONE STATEMENT**)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 4/03/00 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (**COMPLETE ONLY ONE STATEMENT**)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

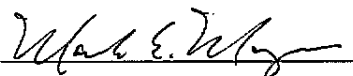
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 4/03/00 and shareholder approval was not required.

**Seventh:** The surviving corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each merging corporation.

**Eighth:** The surviving corporation has agreed to promptly pay to the dissenting shareholders of the merging corporation the amount, if any, to which they are entitled under Florida Statutes Section 607.1302.

**Ninth: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
----------------------------	------------------	--------------------------------------------------------

FGBI Acquisition Corp.		Mark E. Magee, Secretary
------------------------	-----------------------------------------------------------------------------------	--------------------------

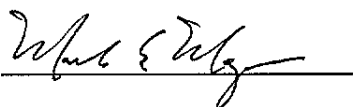
Provident Financial Group, Inc.		Mark E. Magee, Secretary
---------------------------------	-----------------------------------------------------------------------------------	--------------------------

EXHIBIT A

PLAN AND AGREEMENT OF MERGER  
OF  
FGBI ACQUISITION CORP.  
(A Florida Corporation)  
INTO  
PROVIDENT FINANCIAL GROUP, INC.  
(An Ohio Corporation)

THIS PLAN AND AGREEMENT OF MERGER made this 3<sup>rd</sup> day of April, 2000 (hereinafter "Agreement of Merger"), pursuant to the Ohio General Corporation Law and the Florida Business Corporation Act, by and between FGBI Acquisition Corp., a Florida corporation (hereinafter "FGBI") and PROVIDENT FINANCIAL GROUP, INC., an Ohio corporation (hereinafter "PFGI" or "Surviving Corporation") FGBI and PFGI (being hereinafter sometimes jointly referred to as "Constituent Corporations").

WHEREAS, PFGI owns 100% of the outstanding shares of each class of FGBI and is the parent corporation of FGBI pursuant to Florida Statutes §607.1104; and

WHEREAS, the Board of Directors of FGBI and the Board of Directors of PFGI deem it advisable for the general welfare of such corporations that FGBI merge with and into PFGI on the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of each of the Constituent Corporations have duly adopted and approved this Agreement of Merger.

NOW, THEREFORE, in consideration of the above premises and the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions as set forth below.

- (1) Merger. FGBI hereby agrees to and shall merge into PFGI and upon the effective date of such merger as hereinafter specified, FGBI shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Florida, its state of incorporation.

## EXHIBIT A

- (2) Name of Surviving Corporation. The name of the Surviving Corporation is and shall remain PROVIDENT FINANCIAL GROUP, INC., an Ohio corporation.
- (3) Names of Parent and Subsidiary Corporation. The name of the parent corporation owning 100% of the outstanding shares of each class of the subsidiary corporation is Provident Financial Group, Inc., an Ohio corporation. The name of the subsidiary corporation is FGBI Acquisition Corp., a Florida corporation.
- (4) State of Incorporation and Principal Office. The Surviving Corporation shall remain an Ohio corporation and this merger shall be effective pursuant to the Ohio General Corporation Law. The principal office of the Surviving Corporation shall be One East Fourth Street, Cincinnati, Hamilton county, State of Ohio.
- (5) Purposes. The purposes of the Surviving Corporation shall be as set forth in the Articles of Incorporation of PFGI.
- (6) Directors of Surviving Corporation. The Directors of PFGI shall continue as such and shall hold office until their respective successors have been duly elected and qualified.
- (7) Registered Agent. CT Corporation system, Carew Tower, Suite 813, Cincinnati, Ohio 45202 shall be the Resident Agent upon whom service of process, tax notices, and demands against the Surviving Corporation may be served.
- (8) Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows: The shares of PFGI issued and outstanding prior to the merger shall remain issued and outstanding after the merger and upon the effective date of the merger the currently issued and outstanding shares of common stock of FGBI shall be eliminated, and the certificates representing the same shall be surrendered and cancelled.
- (9) Effective Date. The effective date of this merger shall be April 30, 2000. Each of the Constituent Corporations hereto, hereby agree to do promptly all such acts and to take promptly all such measures as may be appropriate to enable them to perform as early as practicable the covenants and agreements herein provided to be performed by them.

EXHIBIT A

- (10) Articles of Incorporation and Code of Regulations. The Articles of Incorporation and Code of Regulations of PFGI shall be the Articles of Incorporation and code of Regulations of the Surviving Corporation.
- (11) Dissenting Shareholders. If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section Florida Statutes 607.1104, would be entitled to vote and who dissent from the merger pursuant to section Florida Statutes 607.1320, may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.
- (12) Due Authorization. This Agreement of Merger has been duly authorized by the respective Boards of Directors of each of the Constituent Corporations.
- (13) Counterparts. This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their Secretary thereunto duly authorized by the Board of Directors of each of the Constituent Corporations.

FGBI ACQUISITION CORP.

PROVIDENT FINANCIAL GROUP, INC.

By: \_\_\_\_\_

Mark E. Magee, Secretary

By: \_\_\_\_\_

Mark E. Magee, Secretary