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Comptroller of the Currency Administrator of National Banks

Washington, D.C. 20219

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BOOK 145 PAGE 504

## CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy, of the merger certificate recorded in this Office, evidencing the merger of St. Louis Bank for Savings, National Association, Duluth, Minnesota, into First Bank National Association, Minnesota, into First Bank National Association, Minnesota, into First Bank National Association, Minnesota (Charter No. 710), effective June 18, 1994, under the charter and title of the latter.

> IN TESTIMONY WHEREOF, I have hereto subscribed my name and caused the seal of the Office of the Comptroller of the Currency to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 11th day of July, 1994.

Comptroller of the Currency



Comptroller of the Currency Administrator of National Banks

BOOK 145 PAGE 505

Midwestern District Office 2345 Grand Avenue, Suite 700 Kansas City, Missouri 64108

June 20, 1994

Mr. John A. Blumenfeld, Jr. Senior Corporate Counsel First Bank National Association 601 Second Avenue South Minneapolis, Minnesota 55402-4302

Dear Mr. Blumenfeld:

This letter is the official certification of the Office of the Comptroller of the Currency (OCC) to merge St. Louis Bank for Savings, National Association, Duluth, Minnesota (Charter No. 22725) into First Bank National Association, Minnesota, effective June 18, 1994. The resulting bank title is "First Bank National Association" and the Charter Number is 710.

This is also the official authorization given to First Bank Mational Association to operate the branches of the target institution. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Sincerely,

Ellen Tanner Shepherd

Corporate Manager

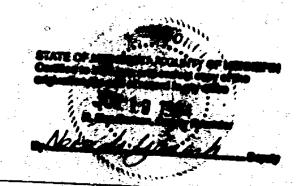
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FIRST BANK SYSTEM, INC.
LOI SECOND AVENUESO.
MINNERPOLIS, MN 55402 LINDGREN DEPT. (MPFP210A) DEIMA



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