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Comptroller of the Currency
Administrator of National Banks

Central District
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

Charles H. ...
3493807

January 7, 1986

Mr. Allen F. McGuire
Secretary
Illinois Marine Bank National Association,
Elmhurst
105 South York Road
Elmhurst, Illinois 60126

Dear Mr. McGuire:

The Office of the Comptroller of the Currency has received your letter concerning the title change and the appropriate amendment to the bank's Articles of Association. The Office has recorded that as of December 31, 1985, the title of Elmhurst National Bank was changed to Illinois Marine Bank National Association, Elmhurst.

Very truly yours,

David J. Rogers

David J. Rogers
National Bank Examiner
Analysis Division

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SECRETARY'S CERTIFICATE

1. I hereby certify that I am the Secretary of Elmhurst National Bank located in Elmhurst, State of Illinois, and that I have been duly appointed and am presently serving in that capacity in accordance with the bylaws of said bank.

2. I further certify that by the written consent and approval by the sole shareholder of Elmhurst National Bank, (a copy of which is attached hereto as Exhibit A) Article First of the Articles of Association of Elmhurst National Bank, is duly amended, effective as of December 31, 1985, to recite as follows:

"First. The title of this Association, which shall carry on the business of banking under the laws of the United States, shall be "Illinois Marine Bank National Association, Elmhurst."

The foregoing amendment is presently in full force and effect and has not been revoked or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set the seal of this National Banking Association this 18th day of December, 1985.

(SEAL OF BANK)

Allen F. [Signature]
(Secretary)

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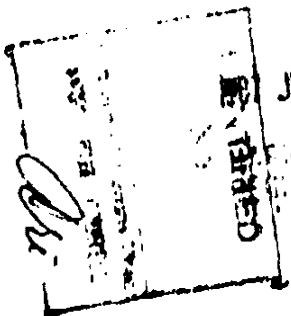
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ATTORNEYS' TITLE
GUARANTY FUND, INC.
29 S. LASALLE 6th FLOOR
CHICAGO, IL 60603