

#174762

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ARTICLES OF MERGER

OF

PNC BROADWAY CORP. -174762

AND

BANCSHARES REALTY CO. -NQ

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BY AAA  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY

To the Secretary of State  
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger:

1. Attached hereto and made a part hereof is the Plan of Merger for merging PNC Broadway Corp. ("Broadway") with and into Bancshares Realty Co. ("Realty") as approved by resolutions adopted by unanimous written consent of the Board of Directors of Broadway on November 30, 1998 and by resolutions adopted by unanimous written consent of the Board of Directors of Realty issued on November 30, 1998.

2. In respect of Broadway, the total number of issued and outstanding shares, the number of votes entitled to be cast on the Plan of Merger, and the number of votes indisputably represented by written consent by which the said merger was approved are as follows:

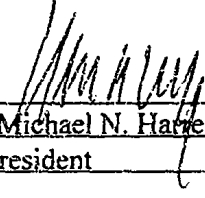
- (a) Total number of issued and outstanding shares : 2,000
- (b) Number of votes entitled to be cast on the Plan of Merger: 2,000
- (c) Number of undisputed votes cast for the Plan of Merger: 2,000

3. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof.

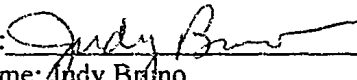
4. The merger of Broadway with and into Realty is permitted by the laws of the jurisdiction of organization of Realty and has been authorized in compliance with said laws.

Executed on November 30, 1998.

PNC BROADWAY CORP.

By:   
Name: Michael N. Hatfield  
Title: President

BANCSHARES REALTY CO.

By:   
Name: Judy Bruno  
Title: Senior Vice President

PLAN OF MERGER approved on November 30, 1998 by PNC Broadway Corp. ("Broadway"), a business corporation organized under the laws of the Commonwealth of Kentucky, and by its Board of Directors on said date, and approved on November 30, 1998 by Bancshares Realty Co. ("Realty"), a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date.

1. Broadway and Realty shall, pursuant to the provisions of the laws of the Commonwealth of Kentucky and the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, Realty, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Broadway, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of organization.

2. The Certificate of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The Bylaws of the Surviving Corporation upon the effective date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be retired and shall cease to exist. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Terminating Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner

prescribed by the provisions of the New Jersey Business Corporation Act.

7. In the event that the merger of the Terminating Corporation with and into the Surviving Coporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Terminating Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Kentucky and of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

174962



COMMONWEALTH OF KENTUCKY  
OFFICE OF THE SECRETARY OF STATE  
P. O. Box 718  
FRANKFORT, KY 40602-0718

JOHN Y. BROWN III  
SECRETARY OF STATE

FAX (502) 564-4075  
CORPORATE FILINGS (502) 564-2848  
CORPORATION RECORDS (502) 564-7330

January 5, 1999

Pat Mann  
% Kentucky Lenders Assistance, Inc.  
828 Lane Allen Rd., Unit 4  
Lexington, KY 40504

RE: PNC Broadway Corp. and Bancshares Realty Co.  
Articles of Merger

Dear Mrs. Mann:

On January 4, 1999, the Secretary of State's Office erroneously endorsed the document named above with the date of January 4, 1998. We have marked through the original endorsement and have affixed another endorsement reflecting the proper date of January 4, 1999.

In order to correct your records, we are sending you two copies of the above-referenced document with the proper date and time endorsement. You may also wish to retain a copy of this letter for your files.

We apologize for the inconvenience and confusion this error has caused. Please be assured that the Secretary of State's Office has taken steps to prevent this type of error from recurring.

Sincerely,

Ann Clay Hanly  
Business Filings Supervisor

