

AFFIDAVIT AND CERTIFICATION OF CHANGE OF NAME


STATE OF MINNESOTA)
) S5.
 COUNTY OF HENNEPIN)

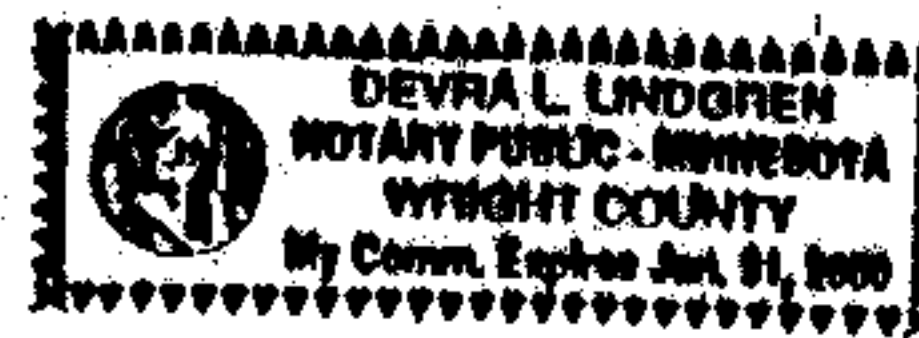
The undersigned, John A. Blumenfeld, Jr., being first duly sworn deposes and says:

1. That he is the Assistant Secretary of First Bank, fsb;
2. That attached hereto and made a part hereof is a true and correct copy of a certification dated April 6, 1995, made by the Regional Deputy Director of the Office of Thrift Supervision of the Department of Treasury, evidencing that Metropolitan Federal Bank, fsb, has changed its name, effective February 21, 1995, to First Bank, fsb.
3. That the information contained in this Affidavit and Certification and in the attached certification of the Office of Thrift Supervision is true of his own knowledge.


 John A. Blumenfeld, Jr.

Subscribed and sworn to before me
 this 12th day of April, 1995.


 Notary Public



STATE OF MINNESOTA, COUNTY OF HENNEPIN
 Certified to be a true and correct copy of the
 original on file and of record in my office

APR 21 1995

R Dan Carlson, Registrar of Titles

By  Deputy

THIS INSTRUMENT WAS DRAFTED
 BY AND WHEN RECORDED RETURN TO:

DORSEY & WHITNEY P.L.L.P. (KTT)
 220 South Sixth Street
 Minneapolis, MN 55402


 R. Dan Carlson, Registrar of Titles

Inst # 1995-11296
 05/01/1995-11296
 11:54 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 003 SMA 14.50



Office of Thrift Supervision
Department of the Treasury

Midwest Region

122 West John Carpenter Freeway, Suite 600, Irving, TX 75039 • (214) 281-2000
P.O. Box 619027, Dallas/Fort Worth, TX 75261-9027

April 6, 1995

OTS No. 01242

Mr. Thomas Martin
Dorsey & Whitney
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402-1498

Re: Metropolitan Federal Bank, fsb, Fargo, North Dakota
Name Change Certification
NATS Nos. R495-0046 & R495-0059

Dear Mr. Martin:

This is in regard to your request to certify the change in corporate title as a result of the recent amendment to the charter of Metropolitan Federal Bank, fsb, Fargo, North Dakota, approved by this office in a letter dated January 31, 1995. This letter should serve to advise any third party, that Metropolitan Federal Bank, fsb, a federal savings bank, changed its corporate title to First Bank, fsb, pursuant to an amendment to its charter filed in this office and deemed effective on February 21, 1995.

Should you have any questions, please contact Applications Analyst Donald W. Dwyer at (214) 281-2117.

Sincerely,

Bruce E. Benson
Regional Deputy Director

BEB:DD/

2601429

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715414

To Carol
Gloom
- Direct -

OFFICE OF THE REGISTRAR
OF TITLES
HENNEPIN COUNTY, MINNESOTA
CERTIFIED FILED ON

APR 12 1995

ASm Cade

9A~

REGISTRAR OF TITLES
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