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No Branford

WEBSTER BANK, NATIONAL ASSOCIATION

Certificate of Merger

I, the undersigned, Joan A. Beresford, Vice President, do hereby certify that:

1. I am Vice President of Webster Bank, National Association, a national banking association, having its principal place of business at 145 Bank Street, Waterbury, Connecticut 06702, and in that capacity have access to its corporate documents and records and have authority to certify such documents and records.
2. Effective as of May 15, 2004, First Federal Savings Bank of America, a federally chartered savings bank, was merged with and into Webster Bank, National Association under the title "Webster Bank, National Association",
3. To the best knowledge of the undersigned, there is not pending or, to the knowledge of the undersigned, threatened, any proceeding which questions the validity or effectiveness of the aforesaid merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed hereto the seal of Webster Bank, National Association this 15th day of May 2004.

Adele DiNuzzo
Adele DiNuzzo, Witness

Joan A. Beresford
Joan A. Beresford
Vice President
Webster Bank, National Association

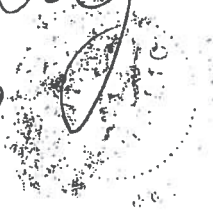
Eileen T. Martinelli
Eileen T. Martinelli, Witness

State of Connecticut)
) ss: Cheshire
County of New Haven)

On this the 15th of May 2004, before me, the undersigned officer, personally appeared Joan A. Beresford, Vice President, duly authorized officer of Webster Bank, National Association and that such officer executed the foregoing instrument for the purposed therein contained by signing the name of such bank.

IN WITNESS WHEREOF, I hereunto set my hand.

Janet B. Carey
Janet B. Carey
Notary Public
My Commission Exp: 03/31/09



Received for record June 14, 2004

at 11 h 55 m a m, and recorded by

Lisa P. Valenti
North Branford Town Clerk