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**FIRST AMENDMENT TO AGREEMENT
TO FORM OF THE GENEVA BUSINESS BANK**

(FINANCIAL INSTITUTION ORGANIZED UNDER TITLE 19
OF THE RHODE ISLAND GENERAL LAWS)

Pursuant to the provisions of Section 19-2-10 of the Rhode Island General Laws, The Geneva Business Bank, a Rhode Island financial institution authorized to transact business under Title 19 of the Rhode Island General Laws, adopts the following amendments to its Agreement to Form, as filed with the Secretary of State of Rhode Island on March 2, 1998:

The paragraph entitled "First" is changed to state:

"That said financial institution shall be known by the name of AAA Southern New England Bank."

The paragraph entitled "Third" is changed to state:

"That said financial institution shall be located and its business shall be transacted from its main office at 110 Royal Little Drive, Providence, Rhode Island, and from such other offices within and without the State as may be lawfully established from time to time."

The paragraph entitled "Fifth" is changed to state:

"That said financial institution intends to exercise trust powers subject to notice to the Director of the Rhode Island Department of Business Regulation and compliance with all applicable regulatory requirements."

The foregoing First Amendment to Agreement to Form was approved by the sole shareholder of The Geneva Business Bank on August 22, 2000, and shall be effective as of the date of filing this First Amendment to Agreement to Form with the Secretary of State of Rhode Island.

[Affix raised corporate seal]

The Geneva Business Bank

By: Elliot B. Reiff
Elliot B. Reiff, President

By: _____
Laurence Bresler, Secretary

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By: AB

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[Affix raised corporate seal]

The Geneva Business Bank

By: _____
Elton B. Reiff, President
By: Laurence Bresler
Laurence Bresler, Secretary

STATE OF CALIFORNIA
COUNTY OF Orange

In Irvine, CA on August 24, 2000, before me personally appeared Elliot B. Reiff, who, being by me first duly sworn, declared that he is President of The Geneva Business Bank, that he signed the foregoing document as his free act and deed as such officer of The Geneva Business Bank, and that the statements herein contained are true.



Christine M. Danforth
Notary Public
Name: CHRISTINE M. DANFORTH
My Commission Expires: 7-22-04

STATE OF NEW YORK
COUNTY OF _____

In _____ on _____, 2000, before me personally appeared Laurence Bresler, who, being by me first duly sworn, declared that he is Secretary of The Geneva Business Bank, that he signed the foregoing document as his free act and deed as such officer of The Geneva Business Bank, and that the statements herein contained are true.

Notary Public
Name: _____

My Commission Expires: _____

STATE OF CALIFORNIA
COUNTY OF _____

In _____ on _____, 2000, before me personally appeared Elliot B. Reiff, who, being by me first duly sworn, declared that he is President of The Geneva Business Bank, that he signed the foregoing document as his free act and deed as such officer of The Geneva Business Bank, and that the statements herein contained are true.

Notary Public
Name: _____
My Commission Expires: _____

STATE OF NEW YORK
COUNTY OF New York

In New York City on August 24, 2000, before me personally appeared Laurence Bresler, who, being by me first duly sworn, declared that he is Secretary of The Geneva Business Bank, that he signed the foregoing document as his free act and deed as such officer of The Geneva Business Bank, and that the statements herein contained are true.

DAVID G. FALLON
Notary Public, State of New York
No. 01FA5015613
Qualified in New York County
Commission Expires July 26, 2001

David G Fallon
Notary Public
Name: David Fallon

My Commission Expires: July 26, 2001

APPROVED:

Marilyn Shannon McConaghy
Marilyn Shannon McConaghy, Esq.
Director of the Rhode Island Department
of Business Regulation

Dated: October 16, 2000

STATE OF RHODE ISLAND

CERTIFICATE OF PRESIDENT AND DIRECTORS

WE, the undersigned, being the President and all of the Directors elected at the first meeting of the subscribers to the Agreement to Form for the purpose of forming The Geneva Business Bank hereby certify:

First:--That the attached is a true copy of the said Agreement to Form, with the names of the subscribers thereto, dated as of November 19, 1997:

Second:--That the name, residence, and post office address of each of the officers and Directors of the company is as follows:

Name	Office	Residence	Post Office/ Business Address
David H. Troob	Chairman, Chief Executive Officer and Director	230 E. 73rd Street New York, NY 10021	c/o The Geneva Companies 425 Park Avenue New York, NY 10022
A. Michael Marques	President	33 Sharon Drive Coventry, RI 02816	(home office) 33 Sharon Drive Coventry, RI 02816
Elliot B. Reiff	Assistant Secretary, Treasurer and Director	26 Hillsdale Drive Newport Beach, CA 92660	c/o The Geneva Companies 5 Park Plaza Irvine, CA 92613-9599
Laurence Bresler	Secretary and Director	1601 Hereford Road Hewlett, NY 11557	Nissho Iwai American Corp. 1211 Avenue of the Americas New York, NY 10036
Robert L. Kuhn	Director	1050 Park Avenue, #12B New York, NY 10028	c/o The Geneva Companies 425 Park Avenue New York, NY 10022
Thomas L. Kempner	Director	895 Park Avenue New York, NY 10021	c/o The Geneva Companies 425 Park Avenue New York, NY 10022
Katsuhiko Masada	Director	50 Columbus Ave., #319 Tuckahoe, NY 10707	Nissho Iwai American Corp. 1211 Avenue of the Americas New York, NY 10036

Masanobu Kondo Director

124 E. 79th Street
New York, NY 10021

Nissho Iwai American Corp.
1211 Avenue of the Americas
New York, NY 10036

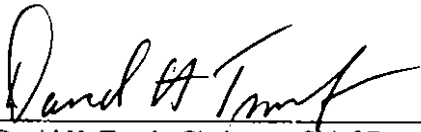
James H. Minnerly Director

807 Hall Street
Mamaroneck, NY 10543


Nissho Iwai American Corp.
1211 Avenue of the Americas
New York, NY 10036

Third:--That the date of said first meeting of the subscribers was November 19, 1997 at the offices of Brown, Rudnick, Freed & Gesmer, One Providence Washington Plaza, Providence, Rhode Island 02903.

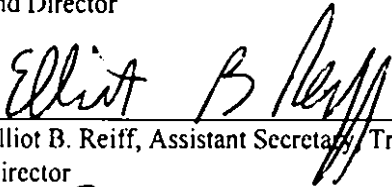
Effective as of the 19th day of November, 1997.



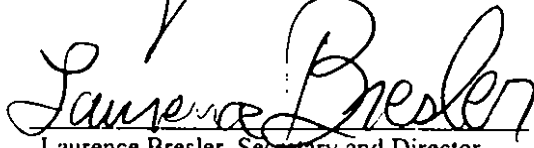
David H. Troob, Chairman, Chief Executive Officer and Director



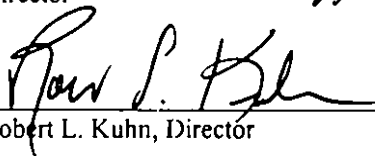
A. Michael Marques, President



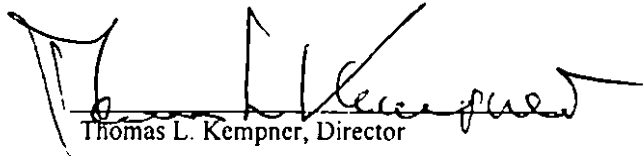
Elliot B. Reiff, Assistant Secretary, Treasurer and Director



Laurence Bresler, Secretary and Director



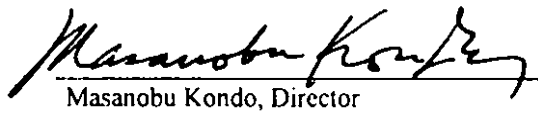
Robert L. Kuhn, Director



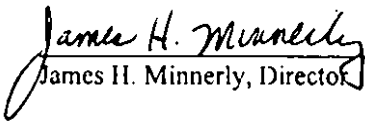
Thomas L. Kempner, Director



Katsuhiko Masada, Director



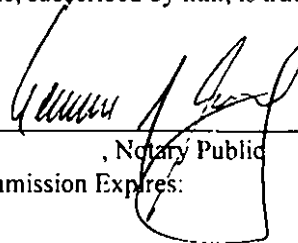
Masanobu Kondo, Director



James H. Minnerly, Director

STATE OF *New York* }
COUNTY OF *New York* }

In *New York City* on the *18th* day of December, 1997, before me personally appeared the above named David H. Troob and made oath that the above certificate, subscribed by him, is true.



, Notary Public
My Commission Expires:

LAWRENCE J. GANG
Notary Public, State of New York
No. 01GA5018065
Qualified in New York County
My Commission Expires Sept. 20, 1999

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE }

In Providence on the 8th ~~day of December, 1997,~~ ^{JANUARY, 1998,} before me personally appeared the above named
A. Michael Marques and made oath that the above certificate, subscribed by him, is true.

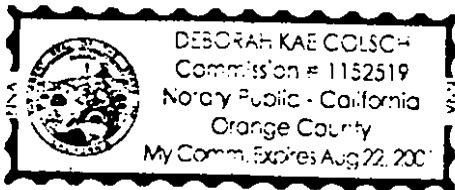
Geraldine A. Riccio

, Notary Public

My Commission Expires:
GERALDINE A. RICCIO, NOTARY PUBLIC
MY COMMISSION EXPIRES 6/29/98

STATE OF California }
COUNTY OF Orange }

In Irvine on the 30th day of December, 1997, before me personally appeared the above
named Elliot B. Reiff and made oath that the above certificate, subscribed by him, is true.



Deborah Kae Colsch

, Notary Public
My Commission Expires: Aug 22, 2001

STATE OF New York }
COUNTY OF New York }

In New York City on the 19th day of December, 1997, before me personally appeared the above
named Laurence Bresler and made oath that the above certificate, subscribed by him, is true.

Thomas S. Gallo

, Notary Public
My Commission Expires:

THOMAS S. GALLO
Notary Public, State of New York
No. 01-GA4934958
Qualified in Nassau County
Commission Expires June 20, 1998

STATE OF New York }
COUNTY OF New York }

In New York City on the 22nd day of December, 1997, before me personally appeared the above
named Robert L. Kuhn and made oath that the above certificate, subscribed by him, is true.

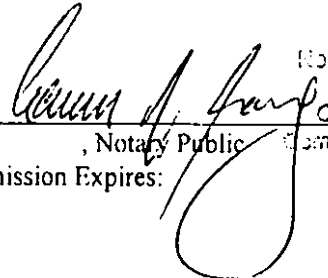
Lawrence J. Gang

, Notary Public
My Commission Expires:

LAWRENCE J. GANG
Notary Public, State of New York
No. 01GA5018085
Qualified In New York County
Commission Expires Sept. 20, 1999

STATE OF New York }
COUNTY OF New York }

In New York City on the 19th day of December, 1997, before me personally appeared the above named Thomas L. Kempner and made oath that the above certificate, subscribed by him, is true.

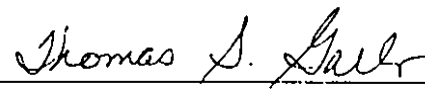


Lawrence J. Gang
, Notary Public
My Commission Expires:

LAWRENCE J. GANG
Notary Public, State of New York
No. 01GA5018065
Qualified in New York County
Commission Expires Sept. 20, 1999

STATE OF New York }
COUNTY OF New York }

In New York City on the 19th day of December, 1997, before me personally appeared the above named Katsuhiko Masada and made oath that the above certificate, subscribed by him, is true.

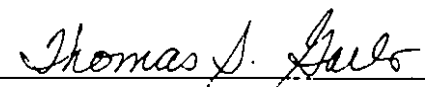


Thomas S. Gallo
, Notary Public
My Commission Expires:

THOMAS S. GALLO
Notary Public, State of New York
No. 01-GA4934958
Qualified in Nassau County
Commission Expires June 20, 1998

STATE OF New York }
COUNTY OF New York }

In New York City on the 19th day of December, 1997, before me personally appeared the above named Masanobu Kondo and made oath that the above certificate, subscribed by him, is true.

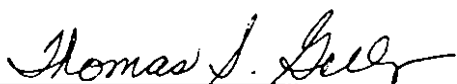


Thomas S. Gallo
, Notary Public
My Commission Expires:

THOMAS S. GALLO
Notary Public, State of New York
No. 01-GA4934958
Qualified in Nassau County
Commission Expires June 20, 1998

STATE OF New York }
COUNTY OF New York }

In New York City on the 19th day of December, 1997, before me personally appeared the above named James H. Minnerly and made oath that the above certificate, subscribed by him, is true.



Thomas S. Gallo
, Notary Public
My Commission Expires:


THOMAS S. GALLO
Notary Public, State of New York
No. 01-GA4934958
Qualified in Nassau County
Commission Expires June 20, 1998

WHEREAS, the within certificate has been submitted to the Director of the Department of Business Regulation ("Director"), together with the records of the first meeting of the subscribers to the Agreement to Form for the purpose of forming The Geneva Business Bank within referred to; and

WHEREAS, said Director has examined the same;

NOW THEREFORE, the undersigned Director does certify that said certificate and records conform to the provisions of the Banking Law of the State of Rhode Island, and that public convenience and advantage will be promoted by the establishment of The Geneva Business Bank; and does hereon endorse his/her approval.

Dated at Providence this 27th day of February A.D. 1998



Barry G. Hittner
Director of Business Regulation