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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

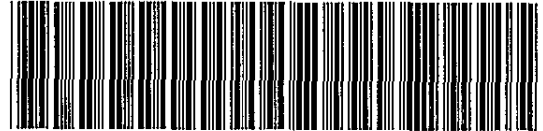
(Business Entity Name)

(Document Number)

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02/23/06--01002--023 **203.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 22 AM 9:50

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Amend

SP



**FINANCIAL SERVICES
COMMISSION**

**JEB BUSH
GOVERNOR**

**TOM GALLAGHER
CHIEF FINANCIAL OFFICER**

**CHARLIE CRIST
ATTORNEY GENERAL**

**CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE**

**DON B. SAXON
COMMISSIONER**

OFFICE OF FINANCIAL REGULATION

DATE: February 10, 2006

TO: Karon Beyer, Department of State, Division of Corporations -
Bureau of Commercial Recording

FROM: David N. Devick, Office of Financial Regulation *D. Devick*

SUBJECT: Banca Sella-Change of Corporate Name and filing for use of a Fictitious Name

Please file the attached for the above-referenced institution
and make the following distribution of certified copies:

- (1) One copy to:
(photocopy only) Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Federal Reserve Bank of Atlanta
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309-4470
- (3) One copy to: Bowman Brown, Esquire
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131
Telephone (305) 379-9107

Also attached is a \$203.75 check which represents payment of the applicable fees. If there is an underpayment or overpayment, please contact Mr. Brown at the above number.

If you have any questions, please call me at 410-9511.

/dd

Attachments

**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

BOWMAN BROWN
DIRECT LINE (305) 379-9107
E-Mail: bbrown@shutts-law.com

February 3, 2006

VIA FEDERAL EXPRESS

Mr. David Devick
Financial Analyst
Department of Financial Services
Office of Financial Regulation
Bureau of Bank Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Change of Name of Banca Sella, S.p.A. to Sella Holding Banca, S.p.A. and
Fictitious Name Filings for the Miami Agency to Allow the Continued
Operation of the Miami Agency Under the Names Banca Sella Miami Agency
and Banca Sella, S.p.A. Miami Agency

Dear Mr. Devick:

As indicated in Mr. Paul Koch's letter to Mr. Robert Schenk of the Federal Reserve Bank of Atlanta dated January 24, 2006, a copy of which was sent to Ms. Linda Charity (copy attached) and as we discussed during our recent telephone conversation, attached are the following documents required to be filed with the Florida Department of State to reflect the change of name of Banca Sella, S.p.A. to Sella Holding Banca, S.p.A. and fictitious name filings for the Miami Agency to allow the continued operation of the Miami Agency under the names Banca Sella Miami Agency and Banca Sella, S.p.A. Miami Agency:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Banca Sella, S.p.A. to change the name to Sella Holding Banca, S.p.A., together with documents our client advises us are required to officially reflect the name change in Italy; and
- Applications for Registration of Fictitious Names for Banca Sella Miami Agency and Banca Sella, S.p.A. Miami Agency.

RECEIVED
DEPT OF FINANCIAL SERVICES
STATE OF FLORIDA
06 FEB -6 AM 7:41
CASHIER'S OFFICE

Mr. David Devick
February 3, 2006
Page 2

Also attached is a check in the amount of \$203.75 made payable to the Florida Department of State to cover the requisite filing fee and two certified copies of the filings.

If the attached documentation meets with your approval, it would be greatly appreciated if you would arrange the filing of the documents with the Florida Department of State.

Please do not hesitate to contact me should you have questions concerning any aspect of the foregoing or the attached documents.

Sincerely yours,



Bowman Brown

BB/pjl
Attachments
cc: Mr. Paul Koch
MIADOCs 878966 I

Finanziaria Bansel
Capogruppo del Gruppo Banca Sella

13900 Biella 2006-01-23
Via Italia, 2

Messrs:
BANCA SELLA S.p.A. -Miami branch-
Attention: Mr. Paul Koch


Subject: Change of Name certification in the Title Search Document issued by the Chamber of Commerce

Dear Sir,

further to our today phone call, the present message to certify that the change of legal name from Banca Sella S.p.A. to Sella Holding Banca S.p.A., is indeed included and certified in the attached Title Search Document, mirroring the registered informations at the local Chamber of Commerce.

Thanks and best regards.

FINANZIARIA BANSEL SPA
Alessandro Basile



PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000004848
(Document number of corporation (if known))

FILED
06 FEB 22 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BANCA SELLA S.P.A.
(Name of corporation as it appears on the records of the Department of State)

2. "OC" / ITALY
(Incorporated under laws of)

3. 8/25/2000
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JAN. 24, 2006 / SEE ATTACHED CERTIFICATION

5. SELLA HOLDING BANCA S.P.A.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

PAUL KOCH
(Typed or printed name of person signing)

GENERAL MANAGER
BANCA SELLA
MIAMI AGENCY
(Title of person signing)



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Visura Corporate Registry

Help

Visura extracted on 01/03/2006

CHAMBER OF COMMERCE INDUSTRY CRAFTS AGRICULTURE OF BIELLA - OFFICE OF THE CORPORATE REGISTRY -

VISURA WITHOUT HISTORICAL CERTIFICATION VALUE

CORPORATE IDENTIFICATION INFORMATION

Fiscal code and registration number: **01709430027**
of the Corporate Registry of BIELLA
Date of registration: 02/19/1996

Registered in the **REGULAR** section on 02/19/1996

Registered under Economic/Administrative Repository number **158408** on 11/05/1991

Name: *SELLA HOLDING BANCA S.P.A.*

Legal type: STOCK CORPORATION

Main office: **BIELLA (BI) VIA ITALIA 2 CAP 13051**
Telephone: 015/35011

Province of origin: **VERCELLI** Number REA 158408

Organized by instrument dated 10/04/1991 Expiration date first year: 12/31/1991 expiration date subsequent years: 12/31

Previously recorded at the Registry of Associations on: 10/15/1991

Corporate Purpose:

ARTICLE 4 - THE PURPOSE OF THE CORPORATION IS THE ATTRACTION OF SAVINGS AND THE BUSINESS OF CREDIT IN ITS VARIOUS FORMS.
BY OBSERVING THE PROVISIONS CURRENTLY IN EFFECT AND AFTER OBTAINING THE REQUIRED AUTHORIZATIONS, WHERE NECESSARY, IT MAY CARRY OUT ANY BANKING AND FINANCIAL TRANSACTIONS AND SERVICES AS MAY BE ALLOWED, ANY FORESEEN WITHIN THE ALLOWED ACTIVITY TO THE BENEFIT OF MUTUAL ACKNOWLEDGMENT, AS WELL AS ANY OTHER ACTIVITY WHETHER RELATED OR INSTRUMENTAL TO THE PERFORMANCE OF THE CORPORATE PURPOSE, WITH THE TRADITIONAL EXCEPTIONS, NOTWITHSTANDING, AS TO ANY ALEATORY TRANSACTIONS.

ADMINISTRATION AND CONTROL SYSTEM

Administration system adopted: **TRADITIONAL**

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[* Translator's note: CERVED - Cartesio: Visura = online services, database]

cartesio

Visura Registro Imprese

Help

Visura estratta il 03/01/2006

CAMERA DI COMMERCIO INDUSTRIA ARTIGIANATO AGRICOLTURA DI BIELLA
- UFFICIO REGISTRO DELLE IMPRESE -

VISURA SENZA VALORE DI CERTIFICAZIONE STORICA

DATI IDENTIFICATIVI DELL'IMPRESA

Codice fiscale e numero d'iscrizione: 01709430027
del Registro delle Imprese di BIELLA
data di iscrizione: 19/02/1996

Iscritta nella sezione ORDINARIA il 19/02/1996

Iscritta con il numero Repertorio Economico Amministrativo 158408 il 05/11/1991

~~Denominazione: BIELLA HOLDING BANCA S.P.A.S.~~

Forma giuridica: SOCIETA' PER AZIONI

Sede: BIELLA (BI) VIA ITALIA 2 CAP 13051
telefono: 015/35011

Provincia di provenienza: VERCELLI Numero REA 158408

Costituita con atto del 04/10/1991 Scadenza primo exerc. 31/12/1991 scadenza
exerc. successivi: 31/12

Già iscritta al Registro Società in data: 15/10/1991

Oggetto Sociale:

ARTICOLO 4 - LA SOCIETA' HA PER OGGETTO LA RACCOLTA DEL RISPARMIO E L'ESERCIZIO
DEL CREDITO NELLE SUE VARIE FORME.
CON L'OSSERVANZA DELLE DISPOSIZIONI VIGENTI E PREVIO OTTENIMENTO DELLE
PRESCRITTE AUTORIZZAZIONI, OVE OCCORRONO, ESSA PUO' COMPIERE TUTTE LE OPERAZIONI
ED I SERVIZI BANCARI E FINANZIARI CONSENTITI, QUELLI PREVISTI FRA LE ATTIVITA'
AMMESSE AL BENEFICIO DEL MUTUO RICONOSCIMENTO, NONCHE' OGNI ALTRA ATTIVITA'
CONNESSA O STRUMENTALE ALLA REALIZZAZIONE DELL'OGGETTO SOCIALE, CON LA
TRADIZIONALE ESCLUSIONE TUTTAVIA DI OGNI OPERAZIONE ALEATORIA.

SISTEMA DI AMMINISTRAZIONE E CONTROLLO

Sistema di amministrazione adottato: TRADIZIONALE



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Visura Corporate Registry

Help

Visura extracted on 01/03/2006

CHAMBER OF COMMERCE INDUSTRY CRAFTS AGRICULTURE OF BIELLA - OFFICE OF THE CORPORATE REGISTRY -

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ADMINISTRATION AND CONTROL SYSTEM

Administration system adopted: **TRADITIONAL**

[illegible handwriting]

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[* Translator's note: *CERVED - Cartesio: Visura* = online services, database]

cartesio

Visura Registro Imprese

Help

Visura estratta il 03/01/2006

CAMERA DI COMMERCIO INDUSTRIA ARTIGIANATO AGRICOLTURA DI BIELLA
- UFFICIO REGISTRO DELLE IMPRESE -

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Codice fiscale e numero d'iscrizione: 01709430027
del Registro delle Imprese di BIELLA
data di iscrizione: 19/02/1996

Iscritta nella sezione ORDINARIA il 19/02/1996

Iscritta con il numero Repertorio Economico Amministrativo 158408 il 05/11/1991

Denominazione: ~~SELLA HOLDING BANCA SPA~~

Forma giuridica: SOCIETA' PER AZIONI

Sede: BIELLA (BI) VIA ITALIA 2 CAP 13051
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SISTEMA DI AMMINISTRAZIONE E CONTROLLO

Sistema di amministrazione adottato: TRADIZIONALE

CAMERA DI COMMERCIO
INDUSTRIA ARTIGIANATO E AGRICOLTURA



BIELLA,
PRODUCES

Prot.:CEW/117/2006/CSI0084

24/1/2006

CAMERA DI COMMERCIO INDUSTRIA ARTIGIANATO AGRICOLTURA DI BIELLA
- UFFICIO REGISTRO DELLE IMPRESE -

CERTIFICATO DI ISCRIZIONE NELLA SEZIONE ORDINARIA

DATI IDENTIFICATIVI DELL'IMPRESA

Codice fiscale e numero d'iscrizione: 01709430027
del Registro delle Imprese di BIELLA
data di iscrizione: 19/02/1996

Iscritta nella sezione ORDINARIA

il 19/02/1996

Iscritta con il numero Repertorio Economico Amministrativo 158408

il 05/11/1991

Denominazione: SELLA HOLDING BANCA S.P.A.

Forma giuridica: SOCIETA' PER AZIONI

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TRADIZIONALE ESCLUSIONE TUTTAVIA DI OGNI OPERAZIONE ALTERNATIVA.

SISTEMA DI AMMINISTRAZIONE E CONTROLLO

Sistema di amministrazione adottato: TRADIZIONALE

Soggetto che esercita il controllo contabile: società di revisione

- CONSIGLIO DI AMMINISTRAZIONE
numero componenti in carica: 10

- COMITATO ESECUTIVO
numero componenti in carica: 7
durata in carica FINO APPROVAZIONE DEL BILANCIO

COLLEGIO SINDACALE:

- Sindaci effettivi
numero componenti in carica: 3
durata in carica FINO APPROVAZIONE DEL BILANCIO
fine al 31/12/2005

- Sindaci supplenti
numero componenti in carica: 2
durata in carica FINO APPROVAZIONE DEL BILANCIO
fine al 31/12/2005

INFORMAZIONI SULLO STATUTO

Poteri da Statuto:

IL CONSIGLIO DI AMMINISTRAZIONE E' INVESTITO DEI PIU' AMPI POTERI PER LA