

F02000000564

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2004 AUG 24 PM 4:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name Charge
LPS
8-24-04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Santander Private Advisors, Ltd.
(Name of corporation)

DOCUMENT NUMBER: F02000000504

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Villamil
(Name of person)

Legal Department
Banco Santander International
(Name of firm/company)

1401 Brickell Avenue, Suite 1500
(Address)

miami, Florida 33131
(City/state and zip code)

For further information concerning this matter, please call:

Linda Mendivil at (305) 539-2408
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 11, 2004

JOHN VILLAMIL
1401 BRICKELL AVENUE, SUITE 1500
MIAMI, FL 33131

SUBJECT: SANTANDER CENTRAL HISPANO PRIVATE ADVISORS LTD.
(INCORPORATED)
Ref. Number: F02000000564

We have received your document for SANTANDER CENTRAL HISPANO PRIVATE ADVISORS LTD. (INCORPORATED) and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 104A00049834



Banca Privada Internacional
Grupo Santander

LEGAL SERVICES

Banco Santander International
1401 Brickell Avenue, Suite 1500
Miami, Florida 33131
Telephone: (305) 539-2408
Facsimile: (305) 539-5939

August 18, 2004

Carol Mustain
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

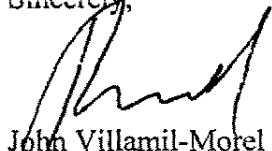
Re: Santander Private Advisors Ltd. (Incorporated)
F02000000564

Dear Ms. Mustain:

In response to your letter dated August 11, 2004, enclosed please find a revised Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, in which we updated our new name to include Incorporated in parenthesis. As your letter requested, we are also enclosing a copy of your letter.

Should you need additional information, please contact me at (305) 530-2916, or in my absence, Linda Mendivil at (305) 539-2408. Thank you.

Sincerely,



John Villamil-Morel
Corporate Secretariat

Enclosures

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)

FO00000005124

(Document number of corporation (if known))

FILED
SECRETARY OF CORPORATION
DIVISION
2004 AUG 24 PM 4:12

1. Santander Central Hispano Private Advisors Ltd. (Incorporated)
(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 2/1/2002

(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? 5/17/2004

5. Santander Private Advisors Ltd. (Incorporated)

(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.

n/a

(New duration)

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

n/a

(New jurisdiction)

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

GONZALO LACALÉ

(Typed or printed name of person signing)

7/28/04

(Date)

OFFICER

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:16 PM 05/17/2004
FILED 06:11 PM 05/17/2004
SRV 040361626 - 3131648 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF**

SANTANDER CENTRAL HISPANO PRIVATE ADVISORS LTD.

Santander Central Hispano Private Advisors Ltd. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation acting by consent in lieu of a meeting dated as of April 19th, 2004 adopted after the Board declared the same to be advisable and declared also that the same shall be submitted for consideration by the sole shareholder of the Corporation:

*RESOLVED: that Article I of the Certificate of Incorporation
Be and hereby is amended to read as follows:*

Article I

The name of the Corporation is Santander Private Advisors Ltd.

SECOND: That thereafter, the sole Shareholder of the Corporation, acting by consent in lieu of meeting pursuant to Section 228 of the General Law of the State of Delaware, duly approved the said amendment on April 19th, 2004.

THIRD: That said amendment was duly in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed this May 10th 2004.


by: John Villamil-Morel,
Its: Corporate Secretary

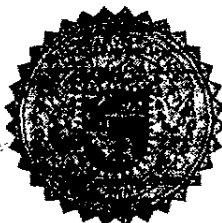
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SANTANDER CENTRAL HISPANO PRIVATE ADVISORS LTD.", CHANGING ITS NAME FROM "SANTANDER CENTRAL HISPANO PRIVATE ADVISORS LTD." TO "SANTANDER PRIVATE ADVISORS LTD.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2004, AT 6:11 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3131648 8100

040361626

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3117163

DATE: 05-18-04