

F02000005992

RAN LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bank Leumi USA
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Wendi G. Glassman, Senior Vice President, General Counsel and Corporate Secretary
(Name of Person)

Bank Leumi USA
(Firm/Company) **W02-29855**

562 Fifth Avenue
(Address)

New York, New York 10036
(City/State and Zip code) **900008315129--1**
-10/10/02--01096--001
*******70.00 *****70.00**

For further information concerning this matter, please call:

Wendi Glassman at (212) 626-1266
(Name of Person) (Area Code & Daytime Telephone Number)

W02/12/02

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

18p



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 16, 2002

WENDI G. GLASSMAN, SR. VP, GENERAL COUNSEL, ETC.
BANK LEUMI USA
562 FIFTH AVENUE
NEW YORK, NY 10036

SUBJECT: BANK LEUMI USA
Ref. Number: W02000029855

RECEIVED

OCT 21 2002

WENDI G. GLASSMAN

We have received your document for BANK LEUMI USA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6958.

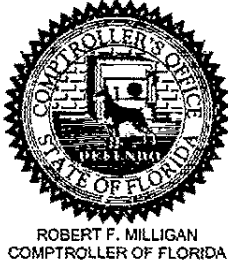
Lee Rivers
Document Specialist

Letter Number: 602A00057639

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Gretchen Harvey

marsh



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

October 28, 2002

Wendi G. Glassman, Esquire
Senior Vice President
General Counsel & Corporate Secretary
Bank Leumi USA
562 Fifth Avenue
New York, New York 10036

Re: Bank Leumi USA

Dear Ms. Glassman:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which is a New York State chartered commercial bank and trust company with branch offices located in Boca Raton and Miami, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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OCT 29 2002
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WENDI G. GLASSMAN
Senior Vice President
General Counsel & Corporate Secretary

November 4, 2002

Ms. Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter No. 602A00057639
Bank Leumi USA

Dear Ms. Rivers:

After following your instructions, I enclose the letter from the Office of the Comptroller, Department of Banking and Finance not objecting to the use of the name "Bank Leumi USA" being registered as a foreign corporation in the state of Florida.

I also enclose the document you previously returned to me.

Very truly yours,

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WGG:sh
Enclosures

L-FL DEPT OF STATE

BANK LEUMI USA
562 Fifth Avenue
New York, NY 10036
212-626-1266
212-626-1195 fax

Member FDIC



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RECEIVED

NOV 22 2002

WENDI G. GLASSMAN

November 12, 2002

WENDI G. GLASSMAN, SR. VP, GENERAL COUNSEL, CORP. SECRE
BANK LEUMI USA
562 FIFTH AVENUE
NEW YORK, NY 10036

SUBJECT: BANK LEUMI USA
Ref. Number: W02000029855

We have received your document for BANK LEUMI USA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for returning your application with your letter from the Dept. of Banking. Aside from that issue with the name, you must still - for use in Florida only - add a corporate suffix to the name, as described in the attached copy of our previous letter. Please note that this does not affect your filing in New York in any way.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 502A00061473

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Brenda Tadlock - will waive suffix requirement



WENDI G. GLASSMAN
Senior Vice President
General Counsel & Corporate Secretary

November 22, 2002

Mr. Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter No. 502A00061473
Bank Leumi USA

Dear Mr. Rivers:

Further to our telephone conversation on November 21, 2002 and following the decision by Ms. Brenda Tadlock to waive the requirement of a corporate suffix for Bank Leumi USA, I enclose again our application for filing.

Thank you for your assistance.

Very truly yours,

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WGG:sh
Enclosures

L-FL DEPT OF STATE-LEE RIVERS

BANK LEUMI USA
562 Fifth Avenue
New York, NY 10036
212-626-1266
212-626-1195 fax

Member FDIC

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Bank Leumi USA
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York (State or country under the law of which it is incorporated)
3. 132614394 (FEI number, if applicable)

4. June 21, 1968 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. March 4, 2002 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 579 Fifth Avenue, New York, New York 10017 (Principal office address)

562 Fifth Avenue, 4th Floor, New York, New York 10036 (Current mailing address)

8. Banking business/financial services (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Akiva Segal

Office Address: Bank Leumi USA, 800 Brickell Avenue, Suite 1400, Miami, Florida 33131 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A Segal (Registered agent's signature) Akiva Segal

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS See Addendum

Chairman: Eitan Raff
Address: c/o Bank Leumi le-Israel B.M., 24-32 Yehuda Halevi Street
Tel Aviv 61000 Israel

Vice Chairman: Zalman Segal
Address: c/o Bank Leumi USA, 579 Fifth Avenue, New York, New York 10017

Director: Francis Stankard
Address: 10604 Governors Drive
Chapel Hill, NC 27515

Director: Jacob Goldman
Address: GB Energy Systems, Inc.
16 Knight Street, Norwalk, CT 06851

B. OFFICERS See Addendum

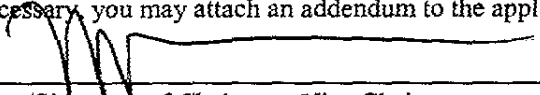
President: Zalman Segal
Address: c/o Bank Leumi USA
579 Fifth Avenue, New York, New York 10017

Senior Vice President: Anthony Mauro
Address: c/o Bank Leumi USA
420 Lexington Avenue, New York, New York 10170

Sr. VP & Secretary: Wendi G. Glassman
Address: c/o Bank Leumi USA, 562 Fifth Avenue, New York, New York 10036

Treasurer: Robert Giordano
Address: c/o Bank Leumi USA, 564 Fifth Avenue, New York, New York 10036

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Wendi G. Glassman, Senior Vice President and Corporate Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM (12A)--OTHER DIRECTORS OF BANK LEUMI USA

<u>Name</u>	<u>Address</u>	<u>Position in Bank</u>
Zeev Nahari	34 Sheshet Ha-Yamin St. Kfar-Saba, Israel	Director
Steve M. Barnett	195 Franklin Rd Glencove, IL 60022	Director
Theodore Glueck	806 Hemlock Ct Norwood, NJ 07648	Director
James R. Greene	134 Buttonwood Dr Fair Haven, NJ 07701	Director
Malcolm Hoenlein	633 Third Avenue, 21 st fl. New York, NY 10017	Director
Donald S. Howard	3 Hook Harbor Rd Atlantic Highlands NJ 07716-1515	Director
Robert K. Lifton	805 Third Avenue, 15 th fl. New York, NY 10022 15th Floor	Director
Lester Pollack	30 Rockefeller Plaza 50th Floor New York, NY 10020	Director
Dr. Itamar Rabinovich	Tel Aviv University P.O. Box 39040 Ramat Aviv 69978 Tel Aviv, Israel	Director
Frederick E. Tetzeli	Casa del Sol 921 Palm Ave POB 1232. Boca Grande FL 33921-1231	Director
Michael Urkowitz	150 East 69th St New York, NY 10021	Director

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ADDENDUM (12B)--OTHER OFFICERS OF BANK LEUMI USA

Addresses for all officers not noted on previous page: c/o Bank Leumi USA, 579 Fifth Avenue, New York New York 10017

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02 DEC -4 AM 9:24

<u>NAME</u>	<u>NOF</u>
Abramovitz-Zohar, Naava	VP
Archer, Sandra	VP
Bassous, Manashe	VP
Bernzweig, Daniel	VP
Blom, Dean	VP
Blumovitz, Boaz	VP
Cabrales, Carlos	VP
Calabrese, Peter	VP
Cannie, Gerard	VP
Cevallos-Hoffer, Marcia	VP
Chesir, David	VP
Chomsky, Maryellen	VP
Cohen, Yael	VP
Cowan, Jean	VP
D'Amico, Charles	VP
Davis, Francine	VP
Delvoye, Jacques	VP
Dionisio, Francesca	VP
Dobkin, Philip	VP
Drelichman, Simon	VP
Ein Gal, Nahman	VP
Epstein, Howard	VP
Erel, Yaron	VP
Farron, Steven	VP
Gallego, Iris	VP
Georgianna, Barbara	VP
Gobalakrishna, A T	VP
Goldstein, Bradley	VP
Gray, Vincent	VP
Haggin, Tafat	VP
Haim, Yosef	VP
Heim, Janice	VP
Hershman, Gil	VP
Hong, Joung Hee	VP
Kahle, Leslie	VP
Klein, Andrew	VP
Kloza, Kevin	VP
Kramer, Howard	VP
Lipke, Kenneth	VP

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02 DEC -4 AM 9:24

<u>NAME</u>	<u>NOF</u>
Marbury, Bronish	VP
Mazin, Michael	VP
McCrink, James	VP
Melo, Fernando	VP
Migonis, Charles	VP
Morello, Scott	VP
Panajian, Araxie	VP
Peeters, Arline	VP
Realini, Joseph	VP
Rosenfeld, Phyllis	VP
Sacramone, Maria	VP
Schechter, Iris	VP
Scoca, Anthony	VP
Segev, Shlomo	VP
Selove, David	VP
Sendlin, Shoshana	VP
Serber, Stephen	VP
Shalitin, Merav	VP
Shmueli, Aliza	VP
Spiegelman, Leba	VP
Steinhardt, Iris	VP
Stiller, Bruce	VP
Tal, Amihoud	VP
Tine, Paul	VP
Vasconez, Sonnia	VP
Wilbur, Cynthia	VP
Wilhelm, Frederick	VP
Yechilevich, Ofer	VP
Zakaryaie, Farideh	VP
Alicea, Nicholas	AVP
Alstad, Lynn Ann	AVP
Avello, Teresita	AVP
Baedorf, Friedrich	AVP
Boyle, Joseph	AVP
Brogie, Joann	AVP
Broner, Bluma	AVP
Brown, Arlinda	AVP
Brown, Yvette Wallace-	AVP
Chambers, Mary	AVP

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<u>NAME</u>	<u>NOF</u>
Cohen, Rosa	AVP
Cooley, Laura	AVP
Deleon, Ma Virginia	AVP
Drew, Cynthia	AVP
Elbaz, Estrella	AVP
Fan, Charles	AVP
Feinstein, Michael	AVP
Fernandez, Claudine	AVP
Finan, Carol	AVP
Gao, Wei	AVP
Gelman, Jeffrey	AVP
Gikher, Gary	AVP
Glass, James	AVP
Gluck, Mitchell	AVP
Gold, Mickie	AVP
Herzfeld, Regina	AVP
Idan, Amnon	AVP
Kanner, Deborah	AVP
Kirchein, Kenneth	AVP
Lipman, Bradley	AVP
Lowinger, Miriam	AVP
Lutzky, Judith Wolf	AVP
Marom-Franco, Rivka	AVP
Middlebrooks, Dennis	AVP
Nahmias, Dorit	AVP
Niestemski, Francis	AVP
Ortiz, Lillian	AVP
Perez-Cano, Julia	AVP
Price, Shellee	AVP
Prodigalidad, Lourdes	AVP
Prokop, Eva	AVP
Rahav, Boaz	AVP
Raskin, Chagit	AVP
Reich, Robert	AVP
Rodriguez, Riva	AVP
Sadan, Aliz	AVP
Schneider, David	AVP
Sierak, Michele	AVP
Slagter, Shulamith	AVP

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<u>NAME</u>	<u>NOF</u>
Sutija, Juan	AVP
Szikla, Esther	AVP
Tal, Varda	AVP
Talmy, Yuval	AVP
Ulloa, Marta	AVP
Vassell, Jacinth	AVP
Wieghaus, Timothy	AVP
Williams, Charles	AVP
Yechilevich, Shirly	AVP
Almeida, Galo	AT
Barnea, Joseph	AT
Cassuto, Robert	AT
Costa, Rosalie	AT
Daddi, Anthony	AT
D'Anna, Leslie	AT
Franco, Luis Fernando	AT
Friedlander, Tamar	AT
Gibson, John	AT
Gomez, Melvyn	AT
Gonzalez, Maria	AT
Hinds-Samuels, Patricia	AT
Holzman, Elana	AT
Isaacs, Colin	AT
Khan, Ata	AT
Klein, Ari	AT
Lananna, Jack	AT
Machado, Victor	AT
McPhee, Diana	AT
Pena, Hector	AT
Pushkanzer, Alexander	AT
Reichler, Daniel	AT
Rezler, Sara	AT
Rivera-Grima, Cathy	AT
Rodriguez, Carmen	AT
Romano, Natalie	AT
Skolnick, Ella	AT
Stein, Stephanie	AT
Surace, Julie	AT
Vega, Arlene	AT

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<u>NAME</u>	<u>NOF</u>
Yunker, Mark	AT
Akhavan, Shohreh	BO
Angone, Tami	BO
Buddin, Lynda	BO
Cohen, Ran	BO
Cortes, Maria	BO
Davidovics, Yael	BO
De Paula, Florentino	BO
Epelbaum, Berta	BO
Feldman, Jonathan	BO
Garcia, Marta	BO
Gatchalian, Anicia	BO

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<u>NAME</u>	<u>NOF</u>
Gil, Liora	BO
Haber, Iris	BO
Halpren, Felicia	BO
Israel, Diane	BO
Kindler, Ayelet	BO
Kogan, Natalya	BO
Kreutzer, Glenn	BO
Lee, Daniel	BO
Letavish, Pina	BO
Li, Lily	BO
Lo, Rosa	BO
Lyn-Reid, Janice	BO
Malig, Roy	BO
Martinez, Carlos	BO
Martinez, Julie	BO
McGowan, Timothy	BO
Molloy, Thomas	BO
Painter, Miriam	BO
Pressley, Ruth	BO
Prezelmayer, Ronnie	BO
Price, Patricia	BO
Robertshaw, Colleen	BO
Rosales, Frances	BO
Rose, Diana	BO
Saban, Ronen	BO
Sayim, Tul	BO

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<u>NAME</u>	<u>NOF</u>
Seiger-Grushka, Iris	BO
Shohet, Amit	BO
Stiehl, Fiona	BO
Szainfeld, Hadar	BO
Walker, Noel	BO
Yepremian, Varduhi	BO
Zezelic, Victor	BO

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State of New York
Banking Department

I, MICHAEL J. LESSER, Deputy Superintendent of Banks of the State of New York,
DO HEREBY CERTIFY:

THAT, BANK LEUMI USA, is a corporation duly organized and existing under the laws of the State of New York and has its principal office and place of business at 579 Fifth Avenue, New York, New York. Such corporation is validly existing as a banking organization under the Banking Law of the State of New York. The authorization certificate of such corporation has not been revoked or suspended and such corporation is a subsisting trust company under the supervision of this Department.

WITNESS, my hand and official seal of the Banking Department at the City of New York, the
6th day of August in the Year of Our Lord two thousand two.

Michael Lesser
Deputy Superintendent of Banks.

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