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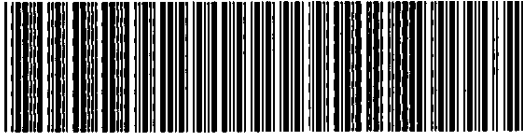
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Amend
Returns
1-19-12*




Tom Grady
Commissioner

INTEROFFICE COMMUNICATION

DATE: January 19, 2012

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

FROM: John A. Pullen, Division of Financial Institutions 

SUBJECT: Amendment of Articles of Incorporation-EuroBank

Please file the attached "Amended Articles of Incorporation" (an original and 3 copies) for EuroBank, using January 19, 2012, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies to: Kathleen A. Scott, Esquire
Arnold & Porter LLP
399 Park Avenue
New York, New York 10022

Also attached is a \$61.25 check that represents payment of the applicable fees. If there is an over-payment of fees, please remit a refund to Arnold & Porter LLP at the above address.

If there is an under-payment, or if you have any questions, please call Kathleen A. Scott, Esquire at (212) 715-1799.

Attachments

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
EUROBANK

Banco do Brasil, S.A., Brasilia, Brazil, the holder of all of the issued and outstanding voting shares of EuroBank, hereby waives notice of a shareholder meeting and by action taken by this written consent without a meeting pursuant to section 607.0704 of the Florida Business Corporation Act, hereby approves amendments to Articles I, II, III, IV, V and VI of, and the addition of Article VII to, the Articles of Incorporation of EuroBank as set forth below:

Article I
CORPORATE NAME

The name of the corporation shall be **EUROBANK** and its place of business, now known as its initial place of business, shall be 1901 Ponce de Leon Boulevard, in the City of Coral Gables, in the County of Miami-Dade, and in the State of Florida.

Article II
NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation shall be that of a general banking business with all rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers, and management of banking corporations.

ARTICLE III
CAPITAL STOCK

The corporation shall have one class of shares, which is designated as voting common stock. The corporation is authorized to issue a maximum of Seven Million (7,000,000) Shares of common stock at a par value of Six Dollars (\$6.00) per share. Any issuance of shares in excess of the shares then issued and outstanding, or then authorized to be issued, as of the filing date of this amendment shall require the affirmative vote of the holders of at least a majority of the then issued and outstanding voting shares of the corporation and notice to the State of Florida Office of Financial Regulation in accordance with section 658.36(2), Florida Statutes.

ARTICLE IV
TERM

The term for which said corporation shall exist shall be perpetual unless terminated according to the Florida Financial Institutions Codes.

ARTICLE V
DIRECTORS

- (a) The number of directors shall not be fewer than five.
- (b) Any vacancy on the board of directors may be filled, and any increase, decrease or other change in the number of directors may be made, only with the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (c) The powers granted in section 607.0621 of the Florida Business Corporation Act regarding issuance of shares are reserved to the shareholders.
- (d) The corporation may not issue rights, options, or warrants for the purchase of shares of the corporation without the approval of the majority of the board of directors, the majority of the holders of common stock of the corporation, and the approval of the State of Florida Office of Financial Regulation. Such rights, options or warrants may only be issued in accordance with, and for the purposes specified in, sections 658.34 and 658.35, Florida Statutes.
- (e) The board of directors may not authorize the issue of some or all of the shares of any or all of its classes or series without certificates.
- (f) The compensation of the directors as may be proposed by the corporation shall require the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (g) Except pursuant to Article III herein, and Section 607.0631(3) of the Florida Business Corporation Act, the directors shall have no authority to amend or restate these articles of incorporation without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (h) The directors shall have no authority to sell or mortgage assets in the regular course of business as permitted by section 607.1201 of the Florida Business Corporation Act without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (i) The corporation may not participate in any splitting of stock, mergers and acquisitions of other companies (M&A), or initiate an initial public offering, without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.
- (j) The corporation may not create, dissolve, invest or increase its investments in other companies without the approval of the holders of at least a majority of the then issued and outstanding voting shares of the corporation.

ARTICLE VI
BYLAWS

The board of directors shall not have authority to adopt or amend the bylaws of this corporation. In addition, amendment or repeal of a bylaw of the corporation must be approved

by the holders of at least a majority of the then issued and outstanding voting shares of the corporation. The board of directors of the corporation is not authorized to adopt bylaws to be effective only in an emergency as defined in section 607.0207(5) of the Florida Business Corporation Act.

ARTICLE VII
MISCELLANEOUS

- (a) The corporation elects to have preemptive rights.
- (b) The corporation elects not to be governed by section 607.0901 of the Florida Business Corporation Act unless otherwise required by the Florida Financial Institutions Codes or applicable federal banking laws.
- (c) Any transfer of shares or registration of transfer of shares of the corporation must be approved by the holders of at least a majority of the then issued and outstanding voting shares of the corporation.

Banco do Brasil, S.A.

By: 

Name: JOÃO PAULO DUTRA E SILVA
Title: EXECUTIVE MANAGER

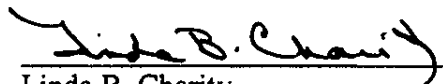
Date: January 18th, 2012



Approved by the Office of Financial Regulation this 19th day of

January _____, 2012.

Tallahassee, Florida



Linda B. Charity

Director

Division of Financial Institutions