

L34954

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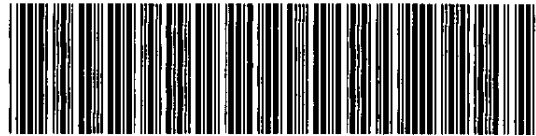
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OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

May 19, 2009

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation for Helm Bank USA, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail two copies to: Geoffrey Randall, Esq.
Schutts & Bowen, LLP
Attorneys at Law
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

Also enclosed is a check for \$61.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Nancy Rae Kjelgaard
Financial Control Analyst
Bureau of Bank Regulation

NRK:nk
Enclosures (3)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HELM BANK**

(Document Number L34954)

Pursuant to the Florida Business Corporation Act (the "Act"), **HELM BANK**, a Florida banking corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Text of Amendment.

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE I

The name of the corporation shall be Helm Bank USA.

Date of Adoption of Amendment.

The foregoing amendment (the "Amendment") was adopted on April 10, 2009.

Procedure and Sufficiency of Shareholder Votes.


The Amendment was adopted in accordance with the applicable provisions of the Act and the Corporation's Articles of Incorporation and Bylaws. The number of votes cast for the Amendment by the shareholders of the Corporation was sufficient for approval of the Amendment.

Effective Date of Amendment.

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, Helm Bank has caused these Articles of Amendment to be signed by the undersigned officer on this 21 day of April, 2009.

HELM BANK

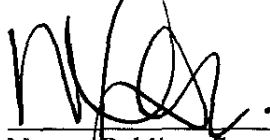
By: 
Name: Fernando Múnera
Title: President

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TALLAHASSEE, FLORIDA
08 MAY 20 PM 2:44

STATE OF FLORIDA

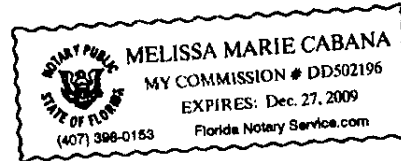
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by Fernando Múnera, who is personally known to me, this 21 day of April, 2009.



Notary Public – State of Florida at Large

My Commission Expires: 12/21/09



Approved by the Office of Financial Regulation this ____ day of _____, 2009.

Tallahassee, Florida.



LINDA B. CHARITY

Director

Division of Financial Institutions