

IBJ WHITEHALL FINANCIAL GROUP

P02446



May 7, 1999

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Application for Authorization
to Transaction Business in Florida

700002870107--9
-05/10/99--01139--005
*****35.00 *****35.00

Dear Sir/Madam:

In connection with the name change of IBJ Schroder Bank & Trust Company to IBJ Whitehall Bank & Trust Company, effective January 1, 1999, enclosed please find the following:

1. Amendment to Application for Authorization to Transaction Business in Florida;
2. Good Standing Certificate from the State of New York Banking Department evidencing the name change; and
3. A check in the amount of \$35.00.

Please acknowledge receipt of this filing by returning the enclosed copy of the Application to my attention at the following address:

IBJ Whitehall Bank & Trust Company
One State Street, 8th Floor
New York, New York 10004

If you have any questions or comments, please do not hesitate to call me at 212-858-2648.

Very truly yours,

Linda Libretto

Linda Libretto
Assistant Secretary

Enclosures

*Name change
LFT
5-19-99*

FILED
99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. IBJ Schroder Bank & Trust Company
Name of corporation as it appears on the records of the Department of State.
2. New York Incorporated under laws of
3. 6/18/84 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? January 4, 1999
5. IBJ Whitehall Bank & Trust Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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

Jean Zimmerman
Signature

4/27/99

Date

Jean Zimmerman
Typed or printed name

Senior Vice President, General
Counsel and Title Secretary

State of New York
Banking Department

FILED
99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ROBERT H. McCORMICK, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY:

THAT, the records in the office of the Superintendent of Banks indicate that **IBJ WHITEHALL BANK & TRUST COMPANY** is a corporation duly organized and existing under the laws of the State of New York as a trust company, pursuant to Article III of the Banking Law; and

THAT, the Organization Certificate of **IBJ WHITEHALL BANK & TRUST COMPANY** was filed in the office of the Superintendent of Banks on April 2, 1929, under the title of **J. HENRY SCHRODER TRUST COMPANY**, and such corporation was authorized on April 24, 1929; and

THAT, the following amendments to its Organization Certificate have been filed in the office of the Superintendent of Banks as of the dates specified:

Certificate of Amendment of the Organization Certificate providing for a change in the number of directors - filed January 24, 1931

Certificate of Amendment of the Organization Certificate providing for an increase in the amount of capital stock - filed April 2, 1934

Certificate of Amendment of the Organization Certificate providing for a reduction in the number of directors - filed January 20, 1936

*Certificate of Change of Name of **J. HENRY SCHRODER TRUST COMPANY** to **SCHRODER TRUST COMPANY** - filed February 13, 1937*

State of New York
Banking Department

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed November 18, 1954

Certificate of Amendment of the Organization Certificate providing for a change in the number of directors - filed August 24, 1965

*Certificate of Amendment of the Organization Certificate providing for an increase in capital stock and a change of name from **SCHRODER TRUST COMPANY** to **J. HENRY SCHRODER BANK & TRUST COMPANY** - filed December 13, 1977*

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed July 9, 1986

*Certificate of Amendment of the Organization Certificate providing for 1) a change of name from: **J. HENRY SCHRODER BANK & TRUST COMPANY** to: **IBJ SCHRODER BANK & TRUST COMPANY** - effective January 1, 1987 and 2) an increase in capital stock - filed December 22, 1986*

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed March 9, 1987

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed February 19, 1993

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed June 30, 1993

State of New York
Banking Department

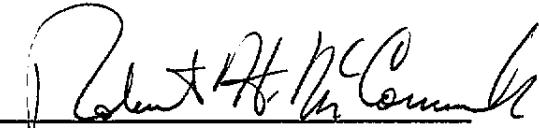
*Certificate of Amendment of the Organization Certificate Providing
for a decrease in capital stock - filed June 21, 1995*

*Certificate of Amendment of the Organization Certificate providing
for 1) a change of name from: **IBJ SCHRODER BANK &
TRUST COMPANY** to **IBJ WHITEHALL BANK &
TRUST COMPANY** - effective January 4, 1999 and 2) a
decrease in capital stock - filed January 4, 1999, and*

*THAT, no amendments to its Organization Certificate have been filed in the office of the
Superintendent of Banks except those set forth above; and*

*I DO FURTHER CERTIFY THAT, **IBJ WHITEHALL BANK & TRUST
COMPANY** is validly existing as a banking organization with its principal office and place of
business located at **One State Street, New York, New York.***

*WITNESS, my hand and official seal of the Banking Department at the City of New York, this
29th day of April in the Year of Our Lord One thousand nine hundred and
ninety-nine*


Deputy Superintendent of Banks.