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Florida Department of State

Division of Corporations

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To:

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 Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
 Account Number : 110432003053
 Phone : (561)694-8107
 Fax Number : (561)694-1639

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 07 FEB -7 PM 4:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 W FINANCIAL CENTER CORP.**

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February 7, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

W FINANCIAL CENTER CORP.
11380 PROSPERITY FARMS ROAD #221E
PALM BEACH GARDENS, FL 33410

SUBJECT: W FINANCIAL CENTER CORP.
REF: P06000088607

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the 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) 245-6906.

Darlene Connell
Document Specialist

FAX Attn. #: 807000034563
Letter Number: 307A00009372

P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
W FINANCIAL CENTER CORP.**

FILED
07 FEB -7 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W Financial Center Corp., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. These Articles of Amendment to the Articles of Incorporation of the Corporation have been duly adopted in accordance with the provisions of Section 607.0704 (by the written consent of the sole shareholder of the Corporation) and Section 607.0821 of the Act by the Directors of the Corporation.

2. These Articles of Amendment to Articles of Incorporation amend Article 1 of the Articles of Incorporation of the Corporation by deleting the existing Article 1 in its entirety and substituting therefor a new Article 1 to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is Westernbank Financial Center Corp. (the "Corporation").

IN WITNESS WHEREOF, the undersigned certifies that the facts hereinabove stated are truly set forth, and accordingly executes these Articles of Amendment to the Articles of Incorporation of the Corporation this 5th day of February, 2007.

W FINANCIAL CENTER CORP.

By: _____

Name: Joseph A. Biaggi

Title: President and CEO

**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER AND
DIRECTORS OF
W FINANCIAL CENTER CORP.**

The undersigned, being the sole shareholder and all of the members of the Board of Directors of W FINANCIAL CENTER CORP., a Florida corporation (the "Corporation"), pursuant to the provisions of the State of Florida Business Corporation Act (the "Act"), hereby consent that upon the effective date hereof this consent and the resolutions set forth below shall be deemed to have been adopted by the written consent of the sole shareholder pursuant to Section 607.0704 of the Act and by all of the Directors of the Corporation pursuant to Section 607.0821 of the Act, to the same extent and to have the same force and effect as if adopted at a formal meeting of the Corporation's Shareholders and Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

1. ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION.

RESOLVED, that the sole Shareholder and all of the Directors of the Corporation, as of the date hereof, have approved, authorized and ratified in all respects an amendment to the Articles of Incorporation of the Corporation (the "Amendment") by which to change the name of the Corporation to WESTERNBANK FINANCIAL CENTER CORPORATION; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and hereby are, authorized, empowered and directed in the name and on behalf of the Corporation to execute and deliver the Amendment so as to effectuate the intention of this resolution.

2. GENERAL RATIFICATION AND AUTHORIZATION.

RESOLVED, that in addition to and without limiting the foregoing, the proper officer of the Corporation be, and he hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officer in connection with the subject of the foregoing recitals and resolutions be, and there hereby are, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and

FURTHER RESOLVED, that this instrument be, and hereby is, directed to be inserted in the minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder and all of the Directors of the Corporation, have executed this written consent to action to be effective as of the 5th day of February, 2007.

SHAREHOLDER:

WESTERNBANK PUERTO RICO

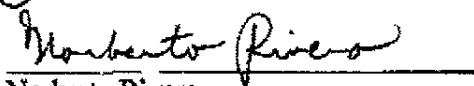
By: 

Name: Jose M. Biaggi
Title: President and CEO

DIRECTORS:


Jose M. Biaggi


Rafael A. Somoza


Norberto Rivera

OFFICE OF FINANCIAL REGULATION

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for OFR to consider your request for approval to use "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in your corporate title, and issue a no objection letter, please provide the following information:

- The corporate name proposed is: Westernbank Financial Center Corp.
- The alternate name (if necessary) is: _____
- The nature of the business to be transacted:
Commercial Lending
- The proposed business will be located at:
c/o Corporate Creations Network, Inc.
11380 Prosperity Farms Road, 221 E, Palm Beach Gardens, FL 33410
Street Address City State Zip Code Telephone (561) 694-8111
- List the principals involved in the proposed company:
Jose M. Biaggi _____
Rafael A. Somoza _____
Norberto Rivera _____

	Name	Address	Telephone
Contact Person:	Carlos J. Deupi, Hogan & Hartson, LLP	Esq. 1111 Brickell Ave, 19th Floor, Miami, FL 33133	305-459-6642

Return to:

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
(850) 410-9800 (850) 410-9548 (fax)



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

FINANCIAL SERVICES
COMMISSION

JEB BUSH
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TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 6, 2008

Gordon L. Miller, Esquire
Hogan & Hartson, LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004

Dear Mr. Miller:

Re: Westembank Financial Center Corp.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of Westembank Puerto Rico, Mayaguez, Puerto Rico.

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, based on the warranties stated in your June 29 letter, this Office will not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity, including a banking business, until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office
Carlos Deupi, Esquire, Hogan & Hartson, LLP

DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GADSDEN STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

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