

P17412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

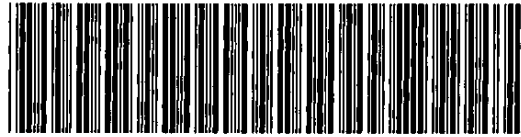
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change

10/1/07

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bank of Scotland
(Name of Corporation)

DOCUMENT NUMBER: P17412

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael N. Obolensky
(Name of Contact Person)

Bank of Scotland plc
(Firm/Company)

565 Fifth Avenue
(Address)

New York, NY 10017
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael N. Obolensky at (212) 450 0843
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 11, 2007

Michael N. Obolensky, Esquire
Bank of Scotland USA
565 Fifth Avenue
New York, New York 10017

Re: Bank of Scotland plc

Dear Mr. Obolensky:

Reference is made to your recent letter/fax requesting approval of the above-referenced name. Currently the Bank of Scotland is a representative office operating in Miami, Florida. You have indicated that Bank of Scotland wishes to change its name to Bank of Scotland plc.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "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 its corporate name. The Office will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Department of State

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)

P17412

(Document number of corporation (if known))

1. Bank of Scotland (Corporation)

(Name of corporation as it appears on the records of the Department of State)

2. Scotland

(Incorporated under laws of)

3. 12/28/1987

(Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE, 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? September 17, 2007

5. Bank of Scotland plc

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a

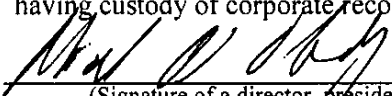
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael N. Obolensky

(Typed or printed name of person signing)

Regulatory Counsel

(Title of person signing)



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 327000

The Registrar of Companies for Scotland hereby certifies that

The Governor and Company of the Bank of Scotland

a company originally incorporated by an Act of the Parliament of Scotland dated 17 July 1695, having applied for registration pursuant to the provisions of Chapter II of Part XXII of the Companies Act 1985, is this day incorporated under the Companies Act 1985 as a public company under the name

Bank of Scotland plc

and that the company is limited.

Given at Companies House, Edinburgh, the 17 September 2007

Certified a true copy/~~extract~~

~~Company Secretary/Deputy Secretary;~~
Assistant Company Secretary

Registrar of Companies



Companies House

— for the record —