

P35338



OF JAMAICA LTD., MIAMI AGENCY

8201 Peters Road
Suite 1000
Plantation FL 33324

Phone: (305) 530-9669
Fax: (305) 530-9668

December 26th, 2001

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

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-12/28/01--01039--008
*****35.00 *****35.00

Dear Sirs:

Re: Union Bank of Jamaica Ltd., "Corporation" – P35338

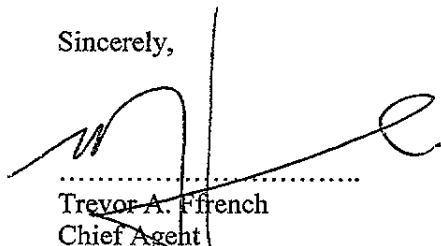
Union Bank of Jamaica Ltd. operates an International Bank Agency in Florida for the past ten (10) years. However, in October 2001 the decision was taken to voluntarily surrender its Banking License and cease operations, effective December 24th, 2001. Also, as a result of the sale of the parent company in Jamaica, the new owners were pursuing a name change, which took effect in November 26th, 2001.

Consequently, because the name change was effected before the completion of the termination exercise it has become necessary, notwithstanding the fact that we are ceasing operations in Florida, to effect the name change in Florida prior to our withdrawal.

We have, therefore, enclosed the necessary forms to allow for the name change and withdrawal of authority to transact business or conduct affairs in Florida. The corporation will cease all business transactions by December 31st, 2001.

In case it is necessary to make contact going forward, we have furnished the appropriate information for our Head Office in Jamaica.

Sincerely,


Trevor A. French
Chief Agent

Cc: Mr. Dave Devick – Dept. of Banking & Finance
State of Florida

Mr. Amrit Sinanan – RBTT Bank of Jamaica Ltd.
Kingston, Jamaica

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEAD OFFICE

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HEAD OFFICE
17 Dominica Drive, Kingston 5, Jamaica, W.I.
Telephone: (876) 960-2340-55
Fax: 929-7324

23 January 2002

Ms. Anna Chesnut
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
U.S.A

Dear Ms. Chesnut:

Re: RBTT Bank Jamaica Limited "Corporation"
f/k/a Union Bank of Jamaica Limited "Corporation"

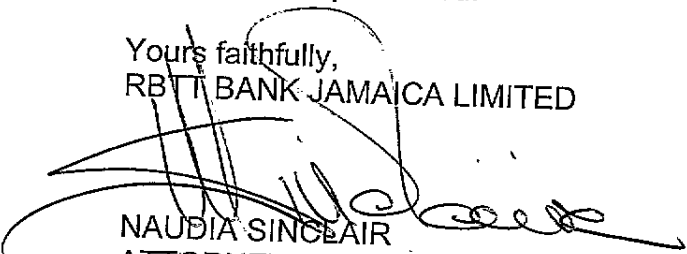
We acknowledge receipt of your letter number 102A00001004 dated 8 January 2002 relating to the captioned subject and now return herewith the following documents for filing on the Corporation's behalf:

1. Transmittal Letter
2. Application for Foreign Profit Corporation to File Amendment to Application for Authorization to transact business in Florida
3. Application by Foreign Corporation for Withdrawal of Authority to transact business or conduct affairs in Florida

The documents have been duly amended in accordance with your request.

We look forward to receiving your confirmation of the acceptance of the documents as presented.

Yours faithfully,
RBTT BANK JAMAICA LIMITED


NAUDIA SINCLAIR
ATTORNEY-AT-LAW
LEGAL DIVISION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

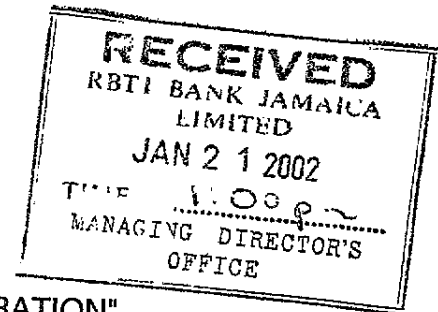


FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 8, 2002

MR. AMRIT SINANAN, CEO
BRIT BANK JAMAICA, LTD.
17 DOMINICA DRIVE
KINGSTON 5, JAMAICA W.I.,



SUBJECT: UNION BANK OF JAMAICA LIMITED "CORPORATION"
Ref. Number: P35338

We have received your document for UNION BANK OF JAMAICA LIMITED "CORPORATION" and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The word Limited needs to be spelled out as it shows on our records.

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) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 102A00001004

No: 5,499



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas **UNION BANK OF JAMAICA LIMITED** formerly **JAMAICA CITIZENS BANK LIMITED** formerly **CITIZENS BANK LIMITED**

was incorporated as a limited company under the Companies Act on the
SIXTEENTH day of **MARCH** One Thousand Nine Hundred and Sixty-seven.

And Whereas by special resolution of the Company and with the approval of
the Registrar it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of **RBTT BANK JAMAICA LIMITED**

Given under my hand at St. Andrew, this **TWENTY-SIXTH** day of
NOVEMBER Two Thousand and One.

/s/ **T. BARTLEY**
For Registrar of Companies

Certified to be a true Copy of the Certificate of Change of Name.

Therese Ferguson
For Registrar of Companies
December 4, 2001

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)

1. UNION BANK OF JAMAICA LIMITED "CORPORATION"
(Name of corporation as it appears on the records of the Department of State)
2. JAMAICA 3. SEPTEMBER 3RD, 1991
(Incorporated under laws of) (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? NOVEMBER 26th, 2001

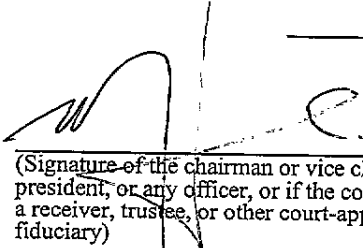
5. RBT BANK JAMAICA LIMITED "CORPORATION"
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

N/A
(New duration)

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

N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

12/26/2001
(Date)

TREVOR A. FRENCH
(Typed or printed name)

GENERAL MANAGER & CHIEF AGENT
(Title)

FILED
02 JAN 31 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA