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INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: December 21, 2001

TO: Louise Jackson, Bureau of Corporations, Secretary of State

FROM: *DB* David Burgess, Financial Control Analyst
Bureau of Financial Institutions, Division of Banking

SUBJECT: NEUBERGER BERMAN TRUST COMPANY OF FLORIDA #262-T

Please file the attached amendment to the articles of incorporation for subject trust company.

Please make the following distribution of certified copies:

1. Return one (1) copy to : Bureau of Financial Institutions
Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636
2. Mail one (1) copy to: Mr. Stephen Brent Wells
President and CEO
Neuberger Berman Trust Company of Florida
200 South Biscayne Blvd., Suite 3170
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 21 AM 10:45

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

DB:jm

Attachments

800004742398--5
-12/28/01--01013--002
*****52.50 *****52.50

cc: Area Financial Managers, Miami & West Palm Beach

Dissolution
LF
12-28-2001

2001 DEC 24 AM 10:45

ARTICLES OF DISSOLUTION
OF
NEUBERGER BERMAN TRUST COMPANY OF FLORIDA

Pursuant to the provisions of Section 658.95 of Florida Statutes 2001, the undersigned state trust company (Trust Company) adopts the following Articles of Dissolution for the purpose of dissolving the Trust Company:

ARTICLE I

The name of the Trust Company is Neuberger Berman Trust Company of Florida. The location of its principal place of business is city of West Palm Beach, County of Palm Beach, Florida.

ARTICLE II

The liquidation and dissolution of Trust Company was authorized by the shareholder on August 31, 2001. The number of shares outstanding and entitled to vote on the Plan of Liquidation was 1,000,000.

ARTICLE III

The number of shares voted for the Plan of Liquidation was 1,000,000. The number of shares voted against was none.

ARTICLE IV

All debts, obligations, and liabilities of the Trust Company have been paid or otherwise discharged and, pursuant to its authority under the Plan of Liquidation, management has determined that no reserves for any obligations of the Trust Company are

required to be established pursuant to accounting principles generally accepted in the United States.

ARTICLE V

All remaining property and assets of the Trust Company, consisting of cash and securities having a book value as of the date hereof of \$ 2,450,121, will be distributed to the shareholder in accordance with its rights and interests.

ARTICLE VI

There are no legal actions pending against the Trust Company in any court for which adequate provision has not been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending legal action.

We, the undersigned President and Secretary of the Trust Company, sign and verify these Articles of Dissolution as authorized by the resolution adopted by the shareholder.

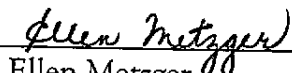
Dated as of October 31, 2001

CORPORATE SEAL

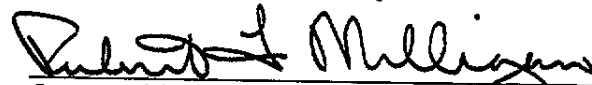
Neuberger Berman Trust Company of Florida

By: 

Stephen Brent Wells
President


Ellen Metzger
Secretary

The foregoing amendment is hereby approved this
21st day of December, 2001.

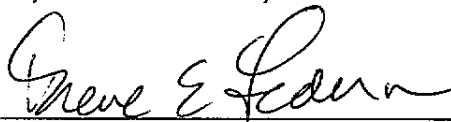

Comptroller of Florida and Head of the
Department of Banking and Finance

State of New York)
) SS
County of New York)

On this 30th day of November, 2001, before me, a Notary Public in and for said county and state, personally appeared Stephen Brent Wells and Ellen Metzger, to me known to be the persons named in and who executed the foregoing instrument and who, being by me duly sworn, did say that they are the President and Secretary, respectively, of the trust company executing the within and foregoing instrument; that the seal affixed thereto is the seal of the trust company; that said instrument was signed and sealed on behalf of the trust company by the authority of its Board of Directors; and that Stephen Brent Wells and Ellen Metzger, as officers, acknowledged the execution of said instrument to be the voluntary act and deed of the trust company, by it and by them voluntarily executed.

NOTARY

SEAL



Notary Public in and for said county and state

DIANE E. LEDERMAN
Notary Public, State of New York
No. 31-4825211
Qualified in New York County
Commission Expires Jan. 31, 2003