

P99000098707

INTER-OFFICE  
COMMUNICATION

ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

DATE: March 13, 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: SCHRODER TRUST BANK #264-T

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-03/15/01--01092--002  
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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: Bowman Brown, Esq.  
SHUTTS & BOWEN LLP  
1500 Miami Center  
201 South Biscayne Blvd.  
Miami, FL 33131

RECEIVED  
01 MAR 15 AM 9:39  
DIVISION OF CORPORATIONS

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

cc: Area Financial Manager, Miami

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR 15 PM 3:50

*Name change*  
*LFB*  
*3-16-2001*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
SCHRODER TRUST BANK**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act," the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SCHRODER TRUST BANK (the "Corporation"), charter #P99000098707.

2. The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the directors and the sole shareholder of the Corporation, the number of votes cast being sufficient for approval, as of January 31, 2001 in the manner prescribed by Section 607.1003 of the Act.

3. Article 1 of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:

**"ARTICLE I**


The name of the Corporation shall be SCHRODER & CO. TRUST BANK and its initial place of business shall be at 200 South Biscayne Boulevard, Suite 2650, in the City of Miami, in the County of Miami-Dade and the State of Florida."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of SCHRODER TRUST BANK as of this 31st day of January, 2001.

**SCHRODER TRUST BANK**  
a Florida corporation

By:   
Name: John H. B. Harriman  
Title: President

These Articles of Amendment to the Articles of Incorporation of Schroder Trust Bank are approved by the Department of Banking and Finance pursuant to Florida Statutes Section 658.23(6).

DEPARTMENT OF BANKING AND FINANCE

By: 

Name: Robert Milligan

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

DATED: March 13, 2001

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**UNANIMOUS WRITTEN CONSENT OF  
THE DIRECTORS AND  
THE SOLE SHAREHOLDER OF  
SCHRODER TRUST BANK**

The undersigned, constituting all of the directors and the sole shareholder of SCHRODER TRUST BANK (the "Corporation"), a trust company organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act. The undersigned do hereby agree that upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same force and effect as if adopted at a formal meeting of the Board of Directors and the sole shareholder of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

The following resolutions are hereby adopted:

**RESOLVED**, that Article I of the Articles of Incorporation of the Corporation be deleted and replaced by a new Article I, as follows:

**"ARTICLE I**

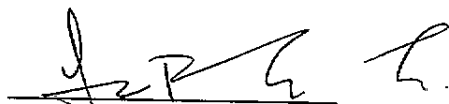
The name of the Corporation shall be SCHRODER & CO. TRUST BANK and its initial place of business shall be at 200 South Biscayne Boulevard, Suite 250, in the City of Miami, in the County of Miami-Dade and the State of Florida."

**RESOLVED**, that John H.B. Harriman as President of the Corporation, and his designees, are hereby authorized and directed to execute Articles of Amendment to the Articles of Incorporation of the Corporation evidencing these actions and to file same with the Secretary of State of the State of Florida on behalf of the Corporation, and to execute and deliver any and all documents and instruments and take any and all other actions necessary or desirable to effectuate the intent and purpose of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent for the purposes herein expressed as of the 7<sup>th</sup> day of February, 2001.

**SOLE SHAREHOLDER:**

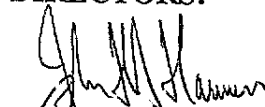
Schroder US Holdings Inc.



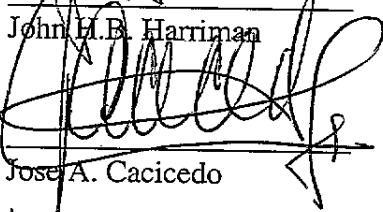
Name: I. P. Sedgwick

Title: President

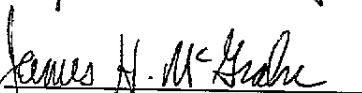
**DIRECTORS:**



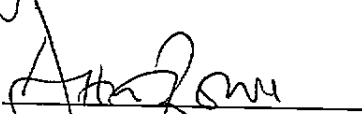
John H.B. Harriman



Jose A. Cacicedo



James H. McGrath



David H. A. Rowe