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EFFECTIVE DATE

12-31-2002

Name Change

LFS

12-30-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 30 PM 2:37



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

DATE: December 27, 2002

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: INTERAUDI TRUST BANK
Miami, Miami-Dade County
(Change of Name for Trust Company)

Please file the attached Amendment to Articles of Incorporation for the above-referenced institution, using DECEMBER 31, 2002, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Division of Banking (Licensing & Chartering)
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350
- 2) Two copies to: Mr. Bowman Brown
Shutts & Bowen
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

The attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

EFFECTIVE DATE
12-31-2002

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DIVISION OF CORPORATIONS

2002 DEC 20 PM 2:37
CASHIER'S OFFICE
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SCHRODER & CO. TRUST BANK

2002 DEC 30 PM 2:37

Pursuant to the provisions of section 607.1003(6), Florida Statutes, SCHRODER & CO. TRUST BANK, a Florida trust company, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Article I of the Articles of Incorporation of SCHRODER & CO. TRUST BANK, is hereby amended to read:

ARTICLE I

The name of the corporation shall be INTERAUDI TRUST BANK, and its mailing address and initial principal place of business shall be at 200 South Biscayne Boulevard, Suite 2650, in the City of Miami, Metro-Dade County, Florida.

SECOND:

The foregoing amendment shall be effective as of December 31, 2002.

THIRD:

The foregoing amendment was adopted by the written consent of the sole shareholder of the Corporation on December 9, 2002, without an act of the directors, which was not required pursuant to section 607.1003(6), Florida Statutes, and such consent was sufficient for approval of the amendment.

Signed this 19th day of December, 2002.



JOHN H. B. HARRIMAN, President and CEO

The foregoing amendment to the articles of incorporation of Schroder & Co. Trust Bank is hereby approved by the Department of Banking and Finance.

Done at Tallahassee, Florida, this 20TH day of DECEMBER, 2002.

A handwritten signature in dark ink, appearing to read "Robert F. Milligan", written over a horizontal line.

ROBERT F. MILLIGAN,
Comptroller of Florida and Head of the
Department of Banking and Finance

OLDOS 10149892.1 RJ