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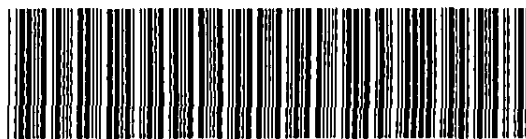
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MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
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J. THOMAS CARDWELL
COMMISSIONER

INTEROFFICE COMMUNICATION

DATE: June 23, 2011

TO: Karen Gibson, Department of State
Division of Corporations – Bureau of Commercial Recordings

FROM: Ashley D. Croft, Financial Examiner/Analyst II
Bureau of Bank Regulation, District II

SUBJECT: BBU Bank
Miami, Miami-Dade County, Florida
(name change)

Please file the attached Articles of Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee is attached.

- (1) One certified copy to: Ashley Croft
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street, Suite 614
Tallahassee, FL 32399
- (2) Two certified copies to: Geoffrey Randall, Esq.
Shutts & Bowen, LLP
201 South Biscayne Boulevard, Suite 1500
Miami, FL 33131

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY

JEFF ATWATER
CHIEF FINANCIAL

ADAM PUTNAM
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**SHUTTS
&
BOWEN
LLP**

GEOFFREY RANDALL
(305) 379-9142 Direct Telephone
(305) 347-7842 Direct Facsimile

E-MAIL ADDRESS:
grandall@shutts.com

June 14, 2011

VIA FEDERAL EXPRESS

Ms. Linda B. Charity
Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

**Re: BBU Bank – Charter No. 1164
Change of Corporate Name**

Dear Ms. Charity:

The shareholders of BBU Bank (the “Bank”) have approved the change of the Bank’s corporate name to Banesco USA. In connection with the proposed name change (which has been the subject of recent email correspondence with your office), enclosed are the following items:

1. Notice for a Change in Corporate Name on Form OFR-U-30;
2. Executed Articles of Amendment to the Bank’s Articles of Incorporation; and
3. A check in the amount of \$61.25, payable to the Florida Department of State, to cover the filing fee and three certified copies of the amendment (one for the Office of Financial Regulation, one for the FDIC, and one for the Bank).

Upon approval of the name-change amendment, please forward the Articles of Amendment (together with the enclosed check) to the Division of Corporations for filing.

All correspondence concerning this filing should be returned to the undersigned at the letterhead address.

2011 JUN 15 PM 2:20
CASHIER'S OFFICE
FINANCIAL SERVICES
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BBU BANK**

(Document Number P05000030147)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act (the "Act"), **BBU BANK**, a Florida banking corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Text of Amendment.

The title of the Articles of Incorporation of the Corporation is hereby amended to read "ARTICLES OF INCORPORATION OF BANESCO USA"; and Article I of the Articles of Incorporation is hereby be amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation shall be BANESCO USA and its initial place of business shall be at 150 Alhambra Circle, in the City of Coral Gables, in the County of Miami-Dade and State of Florida."

Date of Adoption of Amendment.

The foregoing amendment (the "Amendment") was adopted on April 29, 2011.

Procedure and Sufficiency of Shareholder Votes.

The Amendment was adopted in accordance with the applicable provisions of the Act and the Corporation's Articles of Incorporation and Bylaws. The number of votes cast for the Amendment by the shareholders of the Corporation was sufficient for approval of the Amendment.

Effective Date of Amendment.

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, BBU Bank has caused these Articles of Amendment to be signed by the undersigned officer on this 3rd day of May, 2011.

BBU BANK

By: 

Name: Rafael Saldaña

Title: President and CEO

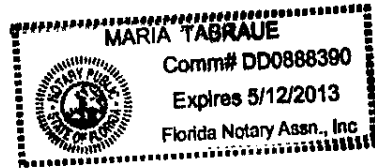
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by Rafael Saldaña, who is personally known to me, this 3rd day of May, 2011.

Maria Tabraue
Notary Public – State of Florida at Large

My Commission Expires: May 12, 2013



Approved by the Office of Financial Regulation this 21 day of June, 2011.

Tallahassee, Florida.

Linda B. Charity
LINDA B. CHARITY
Director
Division of Financial Institutions