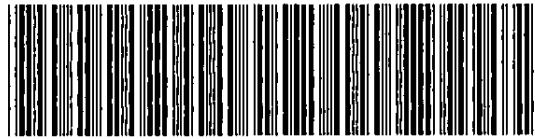


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JUN 7 2012

T. LEWIS



Linda B. Charity
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: June 7, 2012

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

FROM: Ben Brinkley, Financial Control Analyst
Bureau of Bank Regulation, District II
(850) 410-9504

SUBJECT: **Banescos USA**
Coral Gables, Florida
(Amending Articles to increase authorized shares of common stock)

Please file the attached 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 (\$61.25) is attached.

- (1) One certified copy to: Ben F. Brinkley III
Office of Financial Regulation
Bureau of Bank Regulation, District II
200 E. Gaines Street
Tallahassee, FL 32399-0371

- (2) One certified copy to: Geoffrey Randall
Shutts & Bowen LLP
201 South Biscayne Boulevard
Suite 1500
Miami, Florida 33131

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF BANESCO USA**
(Document Number P05000030147)

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

Text of Amendment.

Article III of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 6,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$5.00 per share.

Date of Adoption of Amendment.

The foregoing amendment (the "Amendment") was adopted on May 25, 2012.

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, Banesco USA has caused these Articles of Amendment to be signed by the undersigned officer on this 25 day of May, 2012.

BANESCO USA

By: _____

Name: Rafael Saldaña
Title: President & CEO

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12 JUN - 7 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by Rafael Saldaña, who is personally known to me, this 25th day of May, 2012.



Notary Public – State of Florida at Large




GEOFFREY RANDALL
MY COMMISSION # DD 865198
EXPIRES: May 4, 2013
Bonded Thru Budget Notary Services

My Commission Expires: _____

Approved by the Office of Financial Regulation this 7th day of June, 2012.

Tallahassee, Florida.



LINDA B. CHARITY
Director
Division of Financial Institutions