

IBJ WHITEHALL FINANCIAL GROUP

PO2446



May 7, 1999

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Application for Authorization
to Transaction Business in Florida

700002870107--9
-05/10/99--01139--005
*****35.00 *****35.00

Dear Sir/Madam:

In connection with the name change of IBJ Schroder Bank & Trust Company to IBJ Whitehall Bank & Trust Company, effective January 1, 1999, enclosed please find the following:

1. Amendment to Application for Authorization to Transaction Business in Florida;
2. Good Standing Certificate from the State of New York Banking Department evidencing the name change; and
3. A check in the amount of \$35.00.

Please acknowledge receipt of this filing by returning the enclosed copy of the Application to my attention at the following address:

IBJ Whitehall Bank & Trust Company
One State Street, 8th Floor
New York, New York 10004

If you have any questions or comments, please do not hesitate to call me at 212-858-2648.

Very truly yours,

Linda Libretto

Linda Libretto
Assistant Secretary

Enclosures

*Name change
LFT
5-19-99*

FILED
99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Banking Department

FILED
99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **ROBERT H. McCORMICK**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY CERTIFY:**

*THAT, the records in the office of the Superintendent of Banks indicate that **IBJ WHITEHALL BANK & TRUST COMPANY** is a corporation duly organized and existing under the laws of the State of New York as a trust company, pursuant to Article III of the Banking Law; and*

*THAT, the Organization Certificate of **IBJ WHITEHALL BANK & TRUST COMPANY** was filed in the office of the Superintendent of Banks on April 2, 1929, under the title of **J. HENRY SCHRODER TRUST COMPANY**, and such corporation was authorized on April 24, 1929; and*

THAT, the following amendments to its Organization Certificate have been filed in the office of the Superintendent of Banks as of the dates specified:

Certificate of Amendment of the Organization Certificate providing for a change in the number of directors - filed January 24, 1931

Certificate of Amendment of the Organization Certificate providing for an increase in the amount of capital stock - filed April 2, 1934

Certificate of Amendment of the Organization Certificate providing for a reduction in the number of directors - filed January 20, 1936

*Certificate of Change of Name of **J. HENRY SCHRODER TRUST COMPANY** to **SCHRODER TRUST COMPANY** - filed February 13, 1937*

State of New York
Banking Department

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed November 18, 1954

Certificate of Amendment of the Organization Certificate providing for a change in the number of directors - filed August 24, 1965

*Certificate of Amendment of the Organization Certificate providing for an increase in capital stock and a change of name from **SCHRODER TRUST COMPANY** to **J. HENRY SCHRODER BANK & TRUST COMPANY** - filed December 13, 1977*

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed July 9, 1986

*Certificate of Amendment of the Organization Certificate providing for 1) a change of name from: **J. HENRY SCHRODER BANK & TRUST COMPANY** to: **IBJ SCHRODER BANK & TRUST COMPANY** - effective January 1, 1987 and 2) an increase in capital stock - filed December 22, 1986*

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed March 9, 1987

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed February 19, 1993

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed June 30, 1993

State of New York
Banking Department

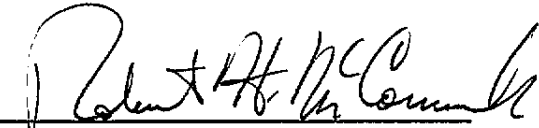
*Certificate of Amendment of the Organization Certificate Providing
for a decrease in capital stock - filed June 21, 1995*

*Certificate of Amendment of the Organization Certificate providing
for 1) a change of name from: **IBJ SCHRODER BANK & TRUST COMPANY** to **IBJ WHITEHALL BANK & TRUST COMPANY** - effective January 4, 1999 and 2) a
decrease in capital stock - filed January 4, 1999, and*

*THAT, no amendments to its Organization Certificate have been filed in the office of the
Superintendent of Banks except those set forth above; and*

**I DO FURTHER CERTIFY THAT, IBJ WHITEHALL BANK & TRUST
COMPANY** is validly existing as a banking organization with its principal office and place of
business located at **One State Street, New York, New York.**

WITNESS, my hand and official seal of the Banking Department at the City of New York, this
29th day of **April** in the Year of Our Lord One thousand nine hundred and
ninety-nine


Deputy Superintendent of Banks.