

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Banco Itau-BBA S.A.	FORMERLY Banco BBA Creditanstalt S.A.	10/31/2004	CORPORATION: BRAZIL

RECEIVING PARTY DATA

Name:	Banco Bemge S.A.
Street Address:	Rua Rio de Janeiro, 471
Internal Address:	Belo Horizonte
City:	Mina Gerais
State/Country:	BRAZIL
Entity Type:	CORPORATION: BRAZIL

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2089507	BBA

CORRESPONDENCE DATA

Fax Number: (212)732-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-732-3200
 Email: auslander@clm.com
 Correspondent Name: Rose Auslander Esq.
 Address Line 1: 2 Wall St.
 Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	BAN33 003
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DOMESTIC REPRESENTATIVE

Name: Rose Auslander Esq.

CH \$40.00 2089507

Address Line 1: 2 Wall St.
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Diane B. Melnick
Signature:	/diane melnick/
Date:	01/18/2006

Total Attachments: 6
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CIC No. 021966117-00
JUCERJA No. 091

Av. Nilo Peçanha, 50/615
Centro - CEP 20020-906
Tel./fax: (021)3523-3600

MARIANA ERIKA HEYNEMANN
TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL JURAMENTADA

I, the undersigned, Sworn-in Public Translator and Commercial Interpreter in and for this City and State of Rio de Janeiro, Federative Republic of Brazil, duly appointed and commissioned by the Board of Trade of the State of Rio de Janeiro and registered therewith under No. 091, DO HEREBY CERTIFY AND ATTEST that a document set forth in the Portuguese language was submitted to me for translating it into English, which I hereby perform, by virtue of my Office, as follows: -----

----- Corporate **Official Gazette** -----

Itaú BBA-----**BANCO ITAÚ BBA S.A.**

----- (new corporate name of Banco Bemge S.A.) -----

---- Corporate Taxpayer Number 17.298.092/0001-30 ----

----- State Taxpayer Number 35300318951-----

---- **EXTRACT OF THE MINUTE OF THE SPECIAL MEETING** ----

----- **DATED ON OCTOBER 31, 2004**-----

Date, time and place: October 31, 2004 at 4:00 pm, in the main office and with full attendance. **Call:** waived under the terms of article 124, paragraph 4 of Law 6.404/76. **Chair:** Chairman: Mr. Roberto Egydio Setubal; Secretary: Mr. Antonio Carlos Barbosa de Oliveira. **Legal Attendance:** a representative of the assessing company PricewaterhouseCoopers Auditores Independentes. **Resolutions:** 1. - incorporation of all of the stockholder's equity of the Banco Itaú-BBA S.A. by the Banco Bemge S.A. (currently called Banco Itaú-BBA S.A.) through approval by the relevant "Justification and Incorporation Protocol", of the ratification of designation of the assessing



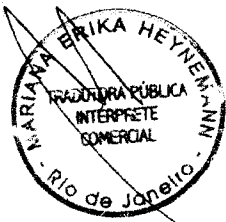
TRADEMARK

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Doc. No. 48467 - p. 2
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TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL JURAMENTADA

company PricewaterhouseCoopers Auditores
Indpendentes, who prepared the evaluation report,
which was the ground for the incorporation, and of
the mentioned evaluation report; 2. as consequence
of the incorporation, the capital stock was
increased from R\$ 325,774,440.30 to R\$
2,755,795,202.85, with issuing of 8,780,590 new
nominative shares without par value, of which
4,390,295 are common shares and the same number of
preferred shares, fully subscribed in behalf of the
Banco Itaú-BBA S.A. shareholders, in replacement and
pro-rata to their rights extinguished due to the
incorporation; 3. amendment to the heading of
article 3 of the Articles of Incorporation, to
register the new capital amount, thereby being
worded as follows: "**Art. 3 - CAPITAL STOCK AND
SHARES** - The capital stock is R\$ 2,755,795,202.85,
represented by 10,315,908 nominative shares without
par value, of which 5,157,954 are common shares and
the same number of preferred shares, without voting
rights, but with priority in reimbursement of
capital, without bonus, in the event of winding-up
of the company". 4. the current premises of the
wound-up Banco Itaú-BBA S.A. located abroad, were
turned into dependencies for the new Banco Itaú-BBA



TRADEMARK

REEL: 003229 FRAME: 0779

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TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL JURAMENTADA

S.A., namely: **Branch Nassau** - West Bay Street - Nassau - Bahamas, **Branch Montevideo** - Plaza Independencia, 831 - Of. 706 - C.P. 11.100 - Montevideo - Uruguay, **Agent Office in Buenos Aires** - Cerrito 740 - piso 7 - CP 1309 - Buenos Aires - Argentina, **Agent Office in New York** - 540 Madison Avenue, 24th floor - New York, NY 10022 - USA, **Agent Office in Shanghai** (being organized); 5. - the extinguished Banco Itaú-BBA S.A. current premises, located in Brazil were closed on October 31, 2004, taken over by the new Banco Itaú BBA S.A premises, located in the same addresses; 6. - as a result of this incorporation, Banco Itaú-BBA S.A was extinguished and the successor was the new Banco Itaú-BBA S.A. (former Banco Bemge S.A.) in all rights and liabilities. **Quorum for the Resolutions:** unanimity. **Legal Formalities:** minute written in the proper book, homologated by the Brazil Central Bank and filed according to the following **CERTIFICATE:** "Citizenship Justice and Defense Secretary - State of São Paulo Trade Board: I certify filing number 117.029/05-1, on April 20, 2005. (signed) Pedro Ivo Biancardi Barboza - General Secretary".-----



----- Banco Itaú-BBA S.A. -----

MARIANA ERIKA HEYNEMANN
TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL JURAMENTADA

---- Corporate Taxpayer Number 31.516.198/0001-94 ----

----- State Taxpayer Number: 35300120663 -----

---- **EXTRACT OF THE MINUTE OF THE SPECIAL MEETING** ----

----- **DATED ON OCTOBER 31, 2004**-----

Date, time and place: October 31, 2004 at 10:00 am,
in the Avenida Brigadeiro Faria Lima no. 3400 - 4º
andar, in São Paulo-SP. **Call:** waived under the terms
of article 124, paragraph 4 of Law 6404/76. **Legal**
Attendance: a representative of the assessing
company PricewaterhouseCoopers Auditores
Independentes. **Chair:** Chairman: Mr. Roberto Egydio
Setubal; Secretary: Mr. Antonio Carlos Barbosa de
Oliveira. **Resolutions:** 1. - after extinguished the
company through the incorporation of all its assets
by the Banco Bemge S.A. (Corporate Taxpayer Number
17.298.092/0001-30, currently named Banco Itaú BBA
S.A.) upon approval of the relevant "Incorporation
Justification and Protocol", the ratification of the
PricewaterhouseCoopers Auditores Independentes
election, that prepared the assessment award, basis
for the incorporation and of the mentioned
assessment award; 2. - as a result of the
incorporation, Banco Itaú-BBA S.A. was extinguished
and the successor was the Banco Bemge S.A.



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TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL JURAMENTADA

(currently Banco Itaú BBA S.A) in all rights and liabilities. **Quorum for the Resolutions:** unanimity.

Legal Formalities: minutes written in the proper book, homologated by the Brazil Central Bank and filed according to the following **CERTIFICATE:**

"Citizenship Justice and Defense Secretary - State of São Paulo Trade Board: I certify filing number 117.028/05-8, on April 20, 2005. (signed) Pedro Ivo Biancardi Barboza - General Secretary".-----

Official Press-----

Authenticity Stamp-----

Page of the State Daily Gazette issued by Marcos Luiz Ferreira, Individual Taxpayer Identification (CPF/MF) no. 176147528-21, on May 27, 2005 at 03:02:33 pm.-----

Certificate serial number:-----

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[Ticket: 9899158] - www.e-diariooficial.com.br-----

****THIS WAS THE FULL TEXT of said document, the true translation whereof I ATTEST.-----

IN WITNESS MY HAND AND SEAL, this 4th day of November 2005, in the City of Rio de Janeiro.-----



Mariana E. Heynemann

