

FREE TRANSLATION OF THE MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON JULY 10, 2007, AT 10 am.

EDSP68 PARTICIPAÇÕES S.A.

(As of July 10, 2007, a private company incorporated in the Federative Republic of Brazil)

Commercial Registry Enrollment NIRE No.35.300.339.576

Brazilian Federal Taxpayer CNPJ No.08.695.953/0001/23

Rua XV de Novembro, 275

01013-001 São Paulo, State of São Paulo, Brazil

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON JULY 10, 2007**

1. Place, Date and Time: the registered office of the Company, located in the city of São Paulo, State of São Paulo, at Rua Pamplona, 960 (part occupancy), district of Jardim Paulista, Postal Code 01405-001, on July 10, 2007, at 10 a.m.

2. Call notice and Attendance: Call notice waived pursuant to article 124, paragraph 4, of Law No. 6.404/1976, by virtue of the presence of shareholders representing the totality of the capital stock, according to the signatures included in the List of Shareholders' Attendance.

3. Presiding Officers: Chairman: Gilberto Mifano; Secretary: Hércio Fajardo Henriques.

4. Resolutions taken by unanimous vote and without qualifications:

4.1. To change the Company's name, which currently is "EDSP68 Participações S.A.," to "BOVESPA HOLDING S.A.";

4.2. To change the business purpose of the Company, whose primary purpose shall be "to hold equity or ownership interests in other companies located in Brazil or abroad, as partner or shareholder";

4.3. To approve the change of the Company's registered office from Rua Pamplona, 960 (part occupancy), district of Jardim Paulista, Postal Code 01405-001, in the City of São Paulo, State of São Paulo, to Rua XV de Novembro, 275 (part occupancy), Downtown district, also in the City of São Paulo, State of São Paulo;

4.4. As a result of the above resolutions, to amend Articles 1, 2 and 3 of the Bylaws, which become effective with the following new wording: "**Article 1** - BOVESPA HOLDING S.A. is a private company governed by these Bylaws and by the applicable legal provisions." - "**Article 2** - The business purpose of the Company shall be to hold equity or ownership interests in other companies located in Brazil or abroad, as partner or shareholder." and "**Article 3** - The Company has its registered office and jurisdiction in the city of São Paulo, State of São Paulo, and may open, transfer and close branches, agencies, offices or other premises anywhere within Brazilian territory or abroad, upon a resolution of the Executive Board."



4.5. To record the resignations of Mr. Eduardo Duarte from the office as Chief Executive Officer and of Ms. Simone Bürck Silva from the office as Executive Officer without specific title;

4.6. To elect the following persons as members of the Executive Board of the Company: to act as Chief Executive Officer, Mr. Gilberto Mifano, Brazilian, married, business administrator, bearer of the Identity Card No. 3.722.086 issued by the SSP/SP, registered with the Individual Taxpayers' Register of the Ministry of Finance under CPF No. 566.164.738-72, resident and domiciled in the Capital City of the State of São Paulo, with offices at Rua XV de Novembro, 275, Downtown district; and to act as Executive Officers without specific title, Messrs. Hécio Fajardo Henriques, Brazilian, married, economist, bearer of the Identity Card No. 5.168.247-4, registered with the Individual Taxpayers' Register of the Ministry of Finance under CPF No. 180.717.247-34, resident and domiciled in the Capital City of the State of São Paulo, with offices at Rua XV de Novembro, 275, Downtown district; e Francisco Carlos Gomes, Brazilian, single, business administrator, bearer of the Identity Card No. 6.488.432, registered with the Individual Taxpayers' Register of the Ministry of Finance under CPF No. 949.862.078-49, resident and domiciled in the Capital City of the State of São Paulo, with offices at Rua XV de Novembro, 275, Downtown district, all of whom shall be invested in their offices for unified two-year terms ending on the data of the annual shareholders' to be held to review and judge the Company's financial statements as of December 31, 2008, by means of signing instruments of investiture in the proper register, at which time they shall provide the no-liability statements required by law;

4.7. To set the aggregate amount of the annual compensation of the executive officers at a maximum of one thousand Brazilian *reais* (R\$1,000.00), to be allocated among the executive officers.

5. Closing: There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by the Presiding Officers and by all shareholders in attendance.

Signatures: Gilberto Mifano – Chairman; Hécio Fajardo Henriques – Secretary; **Shareholders:** Companhia Brasileira de Liquidação e Custódia – By Gilberto Mifano and Francisco Carlos Gomes; and Bovespa Serviços e Participações S.A. - By Gilberto Mifano and Hécio Fajardo Henriques.

This is a true copy of the original drawn up in the proper register.

Hécio Fajardo Henriques
Secretary

Nora Matilde Rachman
Brazilian Bar Association, São Paulo Chapter, OAB/SP No.97.983



Gilberto Mifano
Chairman

Hélcio Fajardo Henriques
Secretary

COMPANHIA BRASILEIRA DE LIQUIDAÇÃO E CUSTÓDIA

By Gilberto Mifano and Francisco Carlos Gomes

BOVESPA SERVIÇOS E PARTICIPAÇÕES S.A.

By Gilberto Mifano and Hélcio Fajardo Henriques

