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Feb 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 841114 (2)
1. Corporation Name
BANCO REAL S.A.

Principal Place of Business AVE. PAULISTA, 1374 BOX 5766 SAO PAULO, SP BRAZIL 01310	Mailing Address 2 S. BISCAYNE BLVD. 1870 MIAMI FL 33131 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country	3. Date Incorporated or Qualified 07/24/1978 4. FEI Number 13-1869193 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.
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9. Name and Address of Current Registered Agent AQUINO, SYLVIA A ASST M. ONE BISCAYNE TOWER SUITE 1870 MIAMI FL 33131	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0502, Florida Statutes.
SIGNATURE *Sylvia Aquino* ASST. MANAGER DATE 2/4/98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP 1. CB FARIA, ALOYSIO D A AVENIDA PAULISTA 1374 SAO PAULO, BRAZIL 2. P RIBEIRO, PAULO G AVENIDA PAULISTA 1374 SAO PAULO, BRAZIL 3. D FERREIRA, CARLOS A AVENIDA PAULISTA 1374 SAO PAULO, BRAZIL 4. D ROCHA, CACILDO I AV PAULISTA, 1374 SAO PAULO BR 5. D ADUAN, RENE AVENIDA PAULISTA 1374 SAO PAULO, BRAZIL 6. D CUNHA, SEBASTIAO G T AVENIDA PAULISTA 1374 SAO PAULO, BRAZIL	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP
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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the duly authorized trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an additional page with an address.

SIGNATURE: *Sebastiao G. I. Cunha*

JANUARY 14 1998

CR2E034 (10/97)