

F 6256 7
BANCO POPULAR
BANCO POPULAR
100 East Ogden Avenue
Westmont, Illinois 60559-1353
Telephone (630) 887-0100

October 31, 2000

TO WHOM IT MAY CONCERN:

Enclosed please find forms together with a check in the amount of \$87.50 for application to transact business in Florida. Upon completion of the registration, please send by overnight mail (UPS) to:

Mr. Anthony V. Caula, Jr.
c/o Banco Popular NA
Suite 102
7500 SW 8th Street
Miami, FL 33144

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TALLAHASSEE, FLORIDA

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*****87.50 *****87.50

We have enclosed a UPS Shipping Document for your use.

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If you have any questions, please call me at 630-734-6376.

Thank you for your assistance.

Louis G. Petrone

Louis G. Petrone
Vice President
Banco Popular

Per Kathy Ryan, Div. of Banking, no name clearance needed from their Division. New York State Bank not regulated in Florida by Div. of Banking



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2000

ANTHONY V. CAULA JR.
STE 102
7500 SW 8TH STREET
MIAMI, FL 33144

SUBJECT: BANCO POPULAR NORTH AMERICA CORP.
Ref. Number: W00000026554

We have received your document for BANCO POPULAR NORTH AMERICA CORP. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 400A00057452

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TALLHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BANCO POPULAR, NORTH AMERICA CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANTONIO V. CAULA, JR.
(Name of Person)
BANCO POPULAR NORTH AMERICA
(Firm/Company)
7500 SW 8th STREET SUITE #102
(Address)
MIAMI, FLORIDA 33144
(City/State and Zip code)

For further information concerning this matter, please call:

ANTONIO V. CAULA at (305) 265-2345
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. BANCO POPULAR NORTH AMERICA CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK 3. 52-2126008
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPT. 10, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7500 SW 8th ST. STE #102 MIAMI, FL. 33144
(Principal office address)

SAME
(Current mailing address)

8. BANKING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: ANTONIO V. CAULA, JR.

Office Address: 7500 SW 8TH ST. STE #102

MIAMI, Florida 33144
(City) (Zip code)

10. Registered agent's acceptance: ANTONIO V. CAULA, JR.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Antonio V. Caula Jr
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: RICHARD L. CARRION

Address: 209 MUNOZ RIVERA AVE.

HATO REY, PUERTO RICO 00918

Vice Chairman: JORGE A. JUNQUERA

Address: 209 MUNOZ RIVERA AVE.

HATO REY, PUERTO RICO 00918

Director: ROBERTO R. HERENCIA

Address: 4000 W. NORTH AVE.

CHICAGO, IL 60639

Director: RICHARD SPEER

Address: 209 MUNOZ RIVERA AVE.

HATO REY, PUERTO RICO 00918

B. OFFICERS

President: JORGE A. JUNQUERA

Address: 209 MUNOZ RIVERA AVE.

HATO REY, PUERTO RICO 00918

CHIEF OPERATING OFFICER:

~~Vice President~~ ROBERTO R. HERENCIA

Address: 4000 W. NORTH AVE.

CHICAGO, IL 60639

Secretary: BRUNILDA SANTOS de ALVAREZ

Address: 209 MUNOZ RIVERA AVE. HATO REY, PUERTO RICO 00918


CFO:

~~Treasurer~~ ORLANDO BERGES

Address: 4000 W. NORTH AVE., CHICAGO, IL 60639

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ORLANDO BERGES CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

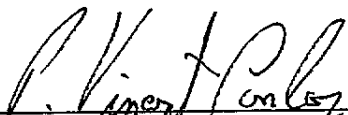
State of New York
Banking Department

I, P. VINCENT CONLON, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY:

THAT, BANCO POPULAR NORTH AMERICA, is a corporation duly organized and existing under the laws of the State of New York and has its principal office and place of business at 7 West 51st Street, New York, New York. Such corporation is validly existing as a banking organization under the Banking Law of the State of New York. The authorization certificate of such corporation has not been revoked or suspended and such corporation is a subsisting trust company under the supervision of this Department.

WITNESS, my hand and official seal of the Banking Department at the City of New York, this 26th day of October in the Year of Our Lord two thousand

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Deputy Superintendent of Banks.

State of New York
Banking Department

I, **P. VINCENT CONLON**, 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 **BANCO POPULAR NORTH AMERICA** 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 **BANCO POPULAR NORTH AMERICA** was filed in the office of the Superintendent of Banks on December 11th 1998 under the title **BANCO POPULAR, NEW YORK**, and such corporation was authorized on December 28th 1998; and

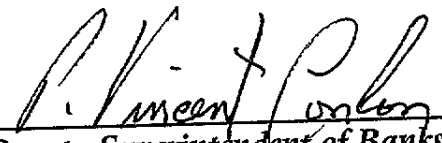
THAT, the following amendments to its Organization Certificate have been filed in the office of the Superintendent of Banks as of the dates specified:

Certificate providing for a change of name of Banco Popular, New York to Banco Popular North America - filed December 28th 1998

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

I DO FURTHER CERTIFY THAT, **BANCO POPULAR NORTH AMERICA** is validly existing as a banking organization with its principal office and place of business located at 7 West 51st Street, New York, New York.

WITNESS, my hand and official seal of the Banking Department at the City of New York, this 26th day of October in the Year of Our Lord two thousand


Deputy Superintendent of Banks.

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TALLAHASSEE, FLORIDA