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(Address)

(Address)

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(Business Entity Name)

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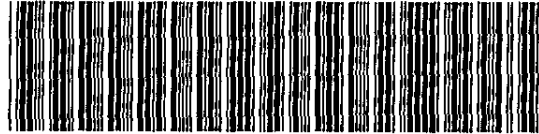
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*luet 9/7/05*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 SEP -7 PM 3:08

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*Ms. Jedy Palmer* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT \_\_\_\_\_  
DATE *9/7/05*  
BY *luet*

FF \$70  
colms 17.50

Inter-Office  
Communication



Office of Financial  
Regulation

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DATE: July 14, 2005

TO: Karon Beyer, Department of State, Division of Corporations -  
Bureau of Commercial Recording

FROM: David Devick, Office of Financial Regulation *DR Devick*

SUBJECT: Application by Banco Financiera Commercial Hondurena, S.A.  
For License to Operate in Florida as an International Representative Office

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The applicant, Banco Financiera Commercial Hondurena, S.A., a foreign bank organized under the laws of Honduras, has been approved by the Office of Financial Regulation to establish an international representative office in Florida. Attached is a copy of the Applicant's Certificate of Good standing issued by the Honduran Banking Commission on May 23, 2005, the Applicant's "Application by Foreign Corporation for Authority to Transact Business in Florida" and a Fowler White check payable to the Florida Department of State in the amount of \$87.50. Please file the corporate application and make the following distribution of certified copies:

- (1) One copy to: Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) One copy to: John H. Friedhoff, Esq.,  
Fowler White Burnett PA  
Espirito Santo Plaza, 14<sup>th</sup> Floor  
1395 Brickell Avenue  
Miami, Florida 33131

Attached is a check amounting to \$87.50, for the payment of the applicable filing fee. If there is an underpayment or overpayment, please contact the applicant. If you have any questions, please call me at 410-9511.

Attachments

dd

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Banco Financiera Comercial Hondurena S.A. (Banco Ficohsa)  
(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:

John H. Friedhoff, Esquire  
(Name of Person)

Fowler White Burnett P.A.  
(Firm/Company)

1395 Brickell Avenue, 14th Floor  
(Address)

Miami, Florida 33131-3302  
(City/State and Zip code)

RECEIVED  
 DEPT OF FINANCIAL SERVICES  
 STATE OF FLORIDA  
 05 MAY 17 AM 8:22  
 CASHIER'S OFFICE

For further information concerning this matter, please call:

John H. Friedhoff at ( 305 ) 789-9240  
(Name of Person) (Area Code & Daytime Telephone Number)

**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

**RECEIVED**  
 DIVISION OF FINANCIAL INSTITUTIONS  
 FILE \_\_\_\_\_

MAY 20 2005

RT: \_\_\_\_\_ CY: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**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 Financiera Comercial Hondureña S.A. (Banco Ficohsa) Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Honduras 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 19, 2004 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1395 Brickell Avenue, 14th Floor - JHF, Miami, Florida 33131-3302  
(Principal office address)

1395 Brickell Avenue, 14th Floor-JHF, Miami, Florida 33131-3302  
(Current mailing address)

8. International 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 NOT acceptable)

Name: John H. Friedhoff, Esquire


Office Address: 1395 Brickell Avenue, 14th Floor

Miami, Florida 33131-3302  
(City) (Zip code)

05 SEP - 7 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**10. Registered agent's acceptance:**

*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.*

  
\_\_\_\_\_  
(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.

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

**A. DIRECTORS**

Director:

~~XXXXXXXX~~ Jorge A. Faraj

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

Director:

~~XXXXXXXX~~ Juan Carlos Atala

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

Director: Leonel Giannini

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

Director: Jesus Asfura

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

**B. OFFICERS**

Executive

President: Camilo Atala

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

Executive

Vice President: Javier Atala

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C. Honduras

First VP Retail

Banking ~~XXXXXXXX~~

Sergio Stefan

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858, Tegucigalpa, M.D.C. Honduras

First VP Corporate

Banking ~~XXXXXXXX~~

Sandra Giannini

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858, Tegucigalpa, M.D.C. Honduras

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

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. \_\_\_\_\_

Camilo Atala

(Typed or printed name and capacity of person signing application)

ADDENDUM

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

A. DIRECTORS

Director: Luis Botazzi

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C., Honduras

Director: Salomon Barjum

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C., Honduras

Director: Roberto Canahuati

Address: Edificio Plaza Victoria, Col. Las Colinas, Blvd. Francia - C.A. Apdo 3858

Tegucigalpa, M.D.C., Honduras



## *Comisión Nacional de Bancos y Seguros*

*Comayagüela, M. D. C., Honduras, C. A.*

### **CERTIFICACIÓN**

El suscrito **Secretario a.i. de la Comisión Nacional de Bancos y Seguros**, en atención a la solicitud del apoderado legal de BANCO FINANCIERA COMERCIAL HONDUREÑA, S.A. (BANCO FICOHSA), por este medio **CERTIFICA**: Que **BANCO FINANCIERA COMERCIAL HONDUREÑA, S.A.**, es una Institución del Sistema Financiero autorizada para operar conforme a las leyes vigentes de la República de Honduras y que de acuerdo a los registros de este Órgano Supervisor, dicha institución bancaria ha cumplido con los requerimientos derivados de la supervisión y vigilancia determinados en el último examen practicado.

En fe de lo cual se extiende la presente en la ciudad de Comayagüela, Municipio del Distrito Central, a los veintitrés días del mes de mayo de dos mil cinco.

**FRANCISCO ERNESTO REYES**  
Secretario a.i.

Eec\*

[Letterhead]  
**National Commission of Banks and Insurance**  
Comayaguela, MDC, Honduras, CA

## C E R T I F I C A T I O N

The undersigned Secretary a.i. of the National Commission of Banks and Insurance, pursuant to the request of a duly authorized agent of BANCO FINANCIERA COMERCIAL HONDUREÑA, S.A. (BANCO FICOHSA), does hereby **CERTIFY**: That **BANCO FINANCIERA COMERCIAL HONDUREÑA, S.A.**, is an Institution of the Financial System authorized to operate pursuant to the laws in force in the Republic of Honduras and that pursuant to the registries of this Supervisory Agency, said banking institution has complied with the requirements derived from the supervision and vigilance determined during the last examination administered.

In witness whereof, this document is executed in the city of Comayaguela, Municipality of the Central District, on the Twenty Third Day of May Two Thousand and Five.

*SIGNATURE*  
**FRANCISCO ERNESTO REYES**  
Secretary a.i.

Eec\*

[Address:] Annex Building to the Central Bank of Honduras, Post Office Box 20074  
Tel. (504) 238-0580 - Fax (504) 237-1791

End of Translation

[jcs] W:\56263\TRANSL67-jxs.JHF{7/6/5-14:14}



**CERTIFICATE OF TRANSLATION**

I, JOHN C. SOSA, hereby swear that I am fluent in Spanish and to the best of my ability this is a true and correct translation of the original document.

  
\_\_\_\_\_  
John Christian Sosa

SWORN TO AND SUBSCRIBED before me this 6 day of July, 2005 by  
JOHN CHRISTIAN SOSA,  who is personally known to me or  
 who has produced \_\_\_\_\_ as identification.



Judith D. Rodman  
Commission # DD 057845  
Expires Oct. 18, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public, STATE OF FLORIDA

Print Name: JUDITH D. RODMAN

My Commission Expires: 10/18/2005