

August 23, 2000

**OVERNIGHT MAIL**

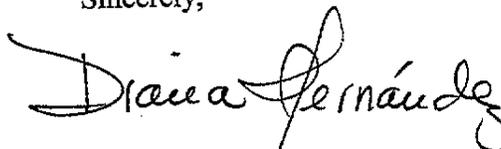
Ms. Louise Jackson  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Application by Foreign Corporation for Withdrawal of Authority  
Banco Popular del Ecuador, S.A.

Dear Ms. Jackson:

Pursuant to our telephone conversation, enclosed is our \$35.00 check to cover the required fees. If you have any questions when you receive same, please call Juan Farach, Esq. at 305 379-5561 because I will be on vacation.

Sincerely,



Diana Hernández  
Secretary to Juan J. Farach

Enc.

P36751

August 18, 2000

**OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Application by Foreign Corporation for Withdrawal of Authority  
Banco Popular del Ecuador, S.A.

Dear Sir or Madam:

On behalf of Banco Popular del Ecuador, S.A. ("Banco Popular"), enclosed is a completed application by foreign corporation for withdrawal of authority to transact business in Florida.

We recognize that Florida law requires a foreign corporation applying for withdrawal to appoint the Department of State as its agent for service of process. However, Banco Popular was taken over and placed in "saneamiento" (similar to a conservatorship under U.S. law) by the "Agencia de Garantía de Depósitos" ("AGD") of the Republic of Ecuador, the Ecuadorian equivalent of the Federal Deposit Insurance Corporation. Ecuadorian law prohibits lawsuits against a financial institution, such as Banco Popular, that has been placed in saneamiento. Accordingly, Banco Popular (now controlled by the AGD) files this application with a full reservation of rights and without prejudice to its right not to be sued.

We look forward to receiving a certificate of withdrawal from the Department of State. Feel free to call me if you have any questions.

Sincerely,



Juan J. Farach

Withdrawal  
NF 8-28-2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 24 PM 2:25

Rec. 8/24/00

Enclosure

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 24 PM 2:25

Banco Popular del Ecuador, S.A.  
(Name of Corporation)

Ecuador  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Avenida Amazonas 3535 y Juan Pablo Sanz  
(Mailing Address)

Quito, Ecuador  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

*Fernando Armendaris* Temporary Administrator of Banco Popular del Ecuador, S.A.  
Signature of the chairman or vice chairman of the board, president, or any officer. Title  
Fernando Armendaris JUNE 29 / 2000  
Typed or printed name Date