

FO20 00004492

Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Banco de Credito del Peru
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. 9/3
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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- ☐ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

02 SEP -3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

9/3/02

Examiner's Initials

Law Offices

HOLLAND & KNIGHT LLP

701 Brickell Avenue, Suite 3000
P.O. Box 015441 (ZIP 33101-5441)
Miami, Florida 33131

305-374-8500
FAX 305-789-7799
www.hklaw.com

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August 29, 2002

ALCIDES I. AVILA
305-789-7718

Internet Address:
aavila@hklaw.com

VIA HAND DELIVERY

Department of State
Division of Corporation
Registration Section
P.O.Box 6327
Tallahassee, Florida 32314

Re: Application for Banco de Credito del Peru ("BCP") for Authority to
Establish an International Bank Agency in Miami, Florida

Ladies and Gentlemen:

This is with reference to the April 18, 2002 letter of intent (the "Letter") issued by the Comptroller of the State of Florida to approve BCP's application to establish an international bank agency in Miami, Florida. Pursuant to paragraph four of the Conditions Section of the Letter, enclosed is BCP's Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Foreign Company Application"), as well as a check made out to the Florida Department of State in the amount of \$78.75.

As you know, Section 1 of the Foreign Company Application requires that BCP add to its name words indicating that it is a corporation instead of a natural person. However, the word "Banco" in BCP's name denotes that it is a bank under the laws of the Peru. To add English-language words, such as "Corporation" or "Incorporated," to BCP's name for the purpose of qualifying to do business in Florida would be misleading and would result in BCP transacting business in Florida under a fictitious name.

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Florida Department of State
August 29, 2002
Page 2

Also, with reference to Section 11 of the Foreign Company Application, we hereby submit original and translated copies of documents certifying the existence of BCP.

Thank you for your assistance, and please do not hesitate to call should you have any questions.

Very truly yours,

HOLLAND & KNIGHT LLP

A handwritten signature in black ink, appearing to read "Alcides I. Avila", followed by the initials "(foi)" in parentheses.

Alcides I. Avila

cc: Alfredo Montero
Guillermo Benites
Alcides I. Avila

MIA1 #1163623 v1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 de Credito del Peru

(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. Peru

(State or country under the law of which it is incorporated)

3. Not Applicable

(FEI number, if applicable)

4. 1942

(Date of incorporation)

5. Perpetual

(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.)

Calle Centenario No. 156
La Molina, Lima 12 Peru

7. _____
(Principal office address)

(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: Alexandra de la Asuncion, Esq.

Office Address: Holland & Knight LLP
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

LLP 08 00000003

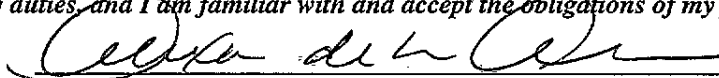
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TALLAHASSEE, FLORIDA

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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.*



Alexandra de la Asuncion
(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 laws of which it is incorporated.

Attached is a certificate of existence and good standing along with its English translation.

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

A. DIRECTORS

Chairman: See attached Officers/Directors Rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

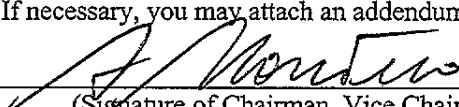
Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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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. ALFREDO MONTERO - GENERAL MANAGER
(Typed or printed name and capacity of person signing application)

Officers and Directors of Banco de Credito Del Peru
as of December 2001

Board of Directors:

Chairman:	Dionisio Romero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Vice Chairman:	Luis Nicolini c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Directors:	Jorge Camet c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Fernando Fort c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Reynaldo Llosa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Luis Nieri c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Antonio Onrubia c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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	Ernesto Raffo c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Juan Carlos Verme c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Luis Enrique Yarur c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Carlos Bentín c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Alternate Director	Arturo Woodman c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Management

General Manager:	Raimundo Morales c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager	Carlos Muñoz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Marketing	Fernando Dasso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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Risk, Retail	Roberto Spada c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Private Banking	Carlos Morante c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Branch Manager New York	Alfredo Montero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Personal Retail Banking Division	Javier Otero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Exclusive Banking	Enrique Rizo Patrón c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Business Banking	Alfredo Velasco c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Institutional Banking	Maritza Podestá c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Consumer Banking	Renzo Ricci c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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Banking Services Division	Luis Eduardo Romero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Central Operations/International Operations	Alcides Portocarrero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Distribution Channels	Edgardo Llosa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Recoveries, Retail	Ricardo Rojas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
E-Business	José Ignacio Maurtua c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Systems and Organization Division	Ricardo Bustamante c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Business Solutions	Alvaro Correa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
System Production	Dusan Luksic c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

CLERK OF STATE
JAN. 11, 1993

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General Secretary of the Board	Fernando Palao c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Central Planning and Finance	Benedicto Cigüañas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Finance Division	Jorge Ramirez del Villar c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
General Accounting	José Luis Muñoz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Investor Relations	José Hung c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Planning	Italo Muñoz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Central Administration	José Luis Gagliardi c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Legal Division	Mario Ferrari c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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Human Resources	Javier La Rosa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Administration	Agustin Pestana c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Institutional Relations	Alvaro Carulla c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Quality Assurance	Edgardo Llosa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Compliance	Juan Baldoceda c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Risk Management	Gonzalo Zubiaga c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Credit Risk	Roberto Andrade c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Credit Review	Pablo Miñán c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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Restructuring Credit Group	Federico Muhletaler c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Special Accounts	Luis Viacava c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Auditing Division	Jorge Bellido c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Rep. Office, Chile	Sergio Málaga c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Wholesale Banking	Walter Bayly c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Corporate Banking	Reynaldo Llosa c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Corporate Finance	Gianfranco Ferrari c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Correspondent Banking	Gonzalo Alvarez Calderón c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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Medium-term Financing	Andres Ferrand c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Cash Management Services	Franco Giuffra c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Middle Market Banking	Pedro Rubio c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Lima 1, Region	Luis Rivera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Lima 2, Region	Luis Bouroncle c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Southern Region	José Luis Rodriguez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Northern Region 1	Carlos Granda c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Northern Region 2	Javier Atkins c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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 MIAMI, FLORIDA

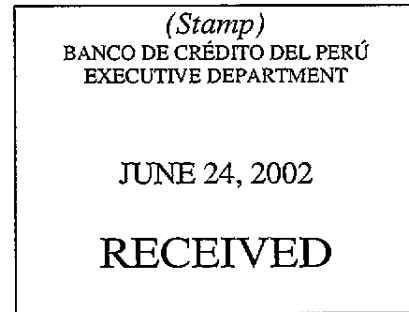
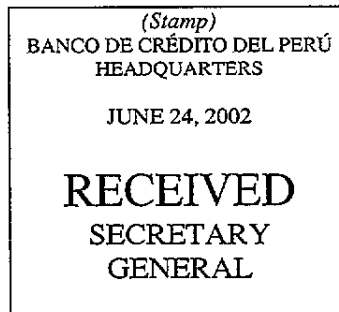
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North-South Region	Miguel Del Mar c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Central-East Region	Gino Dodero c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Agribusiness	Carlos Burneo c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Capital Markets	Javier Maggiolo c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Controller	Rinaldo Chiarella c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Credibolsa	José Espósito c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Credifondo	Christian Laub c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Treasury & Foreign Exchange	André Figuerola c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPUBLIC OF PERU
(Coat of Arms)
Superintendency of Banking and
Insurance



Lima, June 20, 2002

OFFICIAL LETTER N° 12447-2002-SBS

General Manager
BANCO DE CRÉDITO DEL PERÚ
Calle Centenario 156 Urb. Laderas de Melgarejo
Lima 12

I am pleased to forward the transcript and certification of Superintendency of Banking and Insurance Regulation N° 559-2002 for your information and any appropriate purpose.

This Regulation should be published in the Legal Regulation Section of the official newspaper "El Peruano" within ten days of the receipt of this official letter, and you will be held liable for any failure to do so.

Very truly yours,

(Signed) (illegible)
NORMA SOLARI PRECIADO
Secretary General

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Opening of branch of Banco de Crédito in the City of Miami, United States of America is extended

SUPERINTENDENCY OF BANKING AND INSURANCE REGULATION N° 559-2002

Lima, June 20, 2002

THE ASSISTANT BANKING SUPERINTENDENT

HAVING REVIEWED:

The application submitted by the Banco de Crédito del Perú for authorization to extend the opening of a Branch in the City of Miami, State of Florida in the United States of North America; and

WHEREAS:

Pursuant to Superintendency of Banking and Insurance Regulation N° 807-96 dated December 19, 1996, this Superintendency authorized the opening of the above-mentioned Branch, which should take place within a period of 180 days;

Pursuant to Superintendency of Banking and Insurance Regulation N° 355-97 dated May 23, 1997, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 807-96;

Pursuant to Superintendency of Banking and Insurance Regulation N° 887-97 dated December 19, 1997, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 355-97;

Pursuant to Superintendency of Banking and Insurance Regulation N° 595-98 dated June 22, 1998, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 887-97;

Pursuant to Superintendency of Banking and Insurance Regulation N° 005-99 dated January 7, 1999, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 595-98;

Pursuant to Superintendency of Banking and Insurance Regulation N° 0802-99 dated August 25, 1999, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 005-99;

Pursuant to Superintendency of Banking and Insurance Regulation N° 1093-99 dated December 15, 1999, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 802-99;

Pursuant to Superintendency of Banking and Insurance Regulation N° 472-2000 dated July 12, 2000, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 1093-99;

Pursuant to Superintendency of Banking and Insurance Regulation N° 937-2000 dated December 27, 2000, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 472-2000;

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TALLAHASSEE, FLORIDA

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Pursuant to Superintendency of Banking and Insurance Regulation N° 492-2001 dated June 26, 2000, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 937-2000;

Pursuant to Superintendency of Banking and Insurance Regulation N° 1031-2001 dated December 28, 2001, this Superintendency granted an extension of an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 492-2001;

The reasons stated by the petitioning company justify the proposed extension;

Being advised in the premises by the Department for the Evaluation of Financial System "A", by means of Report N° DESF "A" 069-GT/02;

In accordance with the provisions of Article 30 of Law N° 26702 - the General Financial System and Insurance System Act and the Constitutional Regulations of the Superintendency of Banking and Insurance, Circular N° 1996-97, Superintendency of Banking and Insurance Regulation N° 003-98 and Regulation N° 034-02;

IT IS ORDERED THAT:

Sole Article.- The extension requested by the Banco de Crédito del Perú, for the opening of a Branch in the City of Miami, State of Florida in the United States of North America, for an additional 180 days beyond the period of time stated in Superintendency of Banking and Insurance Regulation N° 1031-2001, is granted.

It is ordered that it be filed, made public and published.

RUBÉN MENDIOLAZA MOROTE
(Acting) Assistant Superintendent of Banking

1137B

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF BANKING AND FINANCE



In Re: Application for Authority to
Establish an International Bank Agency
to be located in Miami, Miami-Dade
County, Florida, by Banco de Crédito
del Peru.

Admin. File No. 4110-B-4/02

FINAL ORDER OF APPROVAL

On April 18, 2002, pursuant to Section 663.05 Florida Statutes, the Comptroller issued the attached Notice of Intent to Approve the above-referenced application. No request for a hearing concerning the proposed action of the Department was received.

Accordingly, it is ORDERED:

1. The application for authority to establish an international bank agency to be located in Miami, Miami-Dade County, Florida, is APPROVED, subject to satisfaction of the conditions contained in the Notice of Intent.

2. The applicant must satisfy the conditions of approval specified in the attached Notice of Intent. Until these conditions have been met, or if any interim development is deemed to warrant further action by the Department, the Comptroller reserves the right to alter, suspend, or withdraw approval.

3. It is so ordered.

Done and Issued this 14th day of May, 2002, at Tallahassee, Florida.


Robert F. Milligan
Comptroller

02 SEP - 3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

NOTICE OF RIGHT TO APPELLATE REVIEW

ANY PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK, DEPARTMENT OF BANKING AND FINANCE, SUITE 526, FLETCHER BUILDING, 101 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0350; AND A SECOND COPY, ACCOMPANIED BY THE FILING FEES PRESCRIBED BY SECTION 35.22(3), FLORIDA STATUTES, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 300 MARTIN LUTHER KING, JR. BLVD., TALLAHASSEE, FLORIDA 32399-1850, OR IN THE APPELLATE DISTRICT IN WHICH THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE FINAL ORDER TO BE REVIEWED.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 14th day of May, 2002 to Alcides I. Avila, Esq., Holland & Knight, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.



Lesley Mendelson
Chief Banking Counsel
Dept. of Banking and Finance
Suite 526, Fletcher Bldg.
101 E. Gaines St.
Tallahassee, FL 32399-0350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

April 18, 2002

Alcides I. Avila, Esquire
Holland & Knight
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

Dear Mr. Avila:

Re: Application by Banco de Credito del Peru for Authority to Open an
International Bank Agency to be Located in Miami, Miami-Dade County, Florida
(Administrative File No. 4110-B-4/02)

The Comptroller of the State of Florida, as head of the Department of Banking and Finance (Department), having considered the information contained in the application for authority to establish an international bank agency in Miami, Miami-Dade, Florida, by Banco de Credito del Peru (Applicant), gives notice that the Department intends to approve the application and makes the following:

FINDINGS OF FACT

- (1) An application for authority to establish an international bank agency in Miami, Florida was submitted to the Department on November 14, 2001.
- (2) Notice of the application was published in the Florida Administrative Weekly on November 21, 2001. No hearing was requested and none was held.
- (3) After its preliminary review, the Department requested additional information from the Applicant on December 5, 2001. The additional information was received by the Department on December 24. The application was deemed complete as of that date.
- (4) On or about March 7, 1997, the Applicant filed an application with the Board of Governors of the Federal Reserve System for authority to operate an international bank agency in Miami, Florida. The Board of Governors of the Federal Reserve System approved their application on August 9, 2001.
- (5) The proposed international bank agency will be located in Miami, Florida.
- (6) The proposed manager of the agency is Mr. Javier Maggiolo.
- (7) The Office of Financial Investigations conducted background investigations on the proposed manager Mr. Javier Maggiolo and the following individuals that serve as either directors and/or senior officers of the Applicant: Mr. Carlos A. Munoz; Mr. Raimundo D. Morales; and Mr. Dionisio Romero. No adverse matters were noted.

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Alcides I. Avila, Esquire
Holland & Knight LLP
Page Two

- (8) Based on its review of the application, the Department has determined that the Applicant is chartered in a jurisdiction in which any bank having its principal place of business in this state may establish similar facilities or exercise similar powers.
- (9) Based on its review of the application, the Department has determined that federal law permits the appropriate federal regulatory authority to issue a comparable license to the international banking corporation.
- (10) Based on its review of the application, the Department has determined that the Applicant holds an unrestricted license to receive deposits from the general public in the foreign country under the laws of which it is organized and chartered.
- (11) Based on its review of the application, the Department has determined that the Applicant is adequately supervised by the central bank or bank regulatory agency in its home country.
- (12) Based on its review of the application, the Department has determined the Applicant has received the approval of its home country regulator to open the proposed office in Florida.

Having considered the application, the Department concludes that the application satisfies the criteria of Section 663.05, Florida Statutes. Consequently, the Department intends to approve this application subject to the following conditions:

- (1) That Mr. Javier Maggiolo will be appointed the manager of the international bank agency.
- (2) That any change to the proposed manager shall be submitted to this office for approval no less than 90 days prior to opening.
- (3) That an exact site designation by street address and number is submitted to the Department prior to formally proposing an opening date for the proposed agency.
- (4) That an Application By Foreign Corporation For Authorization To Transact Business In Florida (with original signatures) is provided to the Department along with a check, made payable to the Department of State, for applicable filing fees.
- (5) That a satisfactory preopening examination is conducted by the Department to verify good faith compliance with the requirements of law. If the Department finds that such requirements have been met, it shall issue and deliver the license to operate an international bank agency in Florida.

The Department will issue a conditional Final Order of Approval after the expiration of the 21 day period contained in the attached Notice of Rights unless the Applicant has elected to waive its right to a hearing by providing written notification of such waiver to the Department.

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SECRETARY OF STATE
DEPT. OF STATE, FLORIDA

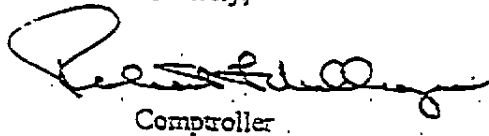
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AND
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Alcides I. Avila, Esquire
Holland & Knight LLP
Page Three

Before all the conditions specified above and other reasonable requirements of the Department have been fulfilled, or if any interim development is deemed by the Comptroller to warrant such action, the Comptroller retains the right to alter, suspend, or withdraw approval of the international bank agency. This approval shall expire 12 months from the date of the Comptroller's Final Order unless, in the meantime, a request for an extension of time has been granted by the Department.

In taking this action, the Department has relied on the representations and commitments made by the Applicant in its application and all supplemental information submitted. Every effort should be made to meet these representations and commitments. Subsequent to the Applicant's compliance with all of the above conditions and at least thirty (30) days prior to the desired opening date, the Department shall be given notice of the proposed opening date. Upon receipt of such notice, the Department shall take the necessary steps to authorize opening of the international bank agency.

Sincerely,



Comptroller

RFM:cdd

cc: Board of Directors, Banco de Credito del Peru, Calle Centenario 156,
Las Laderas del Melgarejo, La Molina, Lima 12, Peru
Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions
Clerk, Division of Banking
Comptroller's Legal Office
Area Financial Manager, Miami

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TALLAHASSEE, FLORIDA

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NOTICE OF RIGHTS

Any person whose substantial interests may be adversely affected by this action may request a hearing to be conducted in accordance with the provisions of Sections 120.569 and 120.57, Florida Statutes. A request for such a hearing must comply with the provisions of Rule 28-106.104(2), Florida Administrative Code, and either Rule 28-106.201(2) or Rule 28-106.301(2), Florida Administrative Code, and must be filed with:

Clerk
Office of the Comptroller
Department of Banking and Finance
Suite 526, The Fletcher Building
101 E. Gaines Street
Tallahassee, FL 32399-0350
(850) 410-9896

within 21 days of the date on which he or she receives a copy of this Notice. Failure to request a hearing within the time allotted will be deemed to be a waiver of all rights to a hearing, and a Final Order will be entered without further notice. In the event that a hearing is requested, all parties will have the right to be represented by counsel or other qualified representative; to offer written and oral testimony; to call and cross-examine witnesses; and to have subpoenas and subpoenas duces tecum issued on their behalf.

Pursuant to Section 120.573, Florida Statutes, you are advised that mediation of this matter is not available.

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Banco de Credito del Peru

(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:

Alexandra de la Asuncion, Esq.

(Name of Person)

Holland & Knight LLP

(Firm/Company)

701 Brickell Avenue
Suite 3000

(Address)

Miami Florida 33131

(City/State and Zip code)

For further information concerning this matter, please call:

Alcides L. Avila at (305) 789-7718

(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

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REGISTROS PUBLICOS
LIMA Y CALLAO



**EL REGISTRADOR DE LIMA
QUE SUSCRIBE CERTIFICA:**

QUE, a fojas ciento trece del tomo uno del Libro de Sociedades Mercantiles del Registro de Personas Jurídicas, aparece registrado y vigente la partida de inscripción de la denominación social **"BANCO ITALIANO"**, constituida mediante Escritura Pública del 03-04-1889, ante Notario de Lima Carlos Sotomayor. Mediante Escritura Pública del 21-01-1942, ante Notario de Lima Guillermo Ureta del Solar se modifica los estatutos de la sociedad en cuanto a la denominación social, la cual es : **"BANCO DE CRÉDITO DEL PERÚ"**, que es la denominación actual de la sociedad, lo cual se registra en el asiento ciento cuarentiuno de fojas cuatrocientos cuatro del tomo cincuentiocho, continuación de la partida. En el Asiento B00001 de la partida N° 11009127 (continuación de la partida) aparece vigente el acuerdo de Junta General del 27-03-98 y Sesión de Directorio del 25-06-98 (aprobado por Resolución S.B.S. N° 632-98) mediante el cual la sociedad Adecua su estatuto a la nueva Ley General de Sociedades - Ley No. 26887, en la siguiente forma: EL Banco de Crédito del Perú tiene la condición de Sociedad Anónima Abierta. La Duración es Indeterminada. Tiene por Domicilio a la ciudad de Lima, tiene por Objeto desarrollar todas aquellas actividades y operaciones permitidas a las empresas bancarias con arreglo a la legislación de la materia. El Directorio de la sociedad y vigente a la fecha, está conformado por las siguientes personas: Directores Titulares: Dionisio Romero Seminario, Luis Nicolini Bernucci, Fernando Fort Marie, Reynaldo Llosa Barber, Luis Nieri Galindo, José Antonio Onrubia Romero, Ernesto Raffo Paine, Juan Carlos Verme Giannoni, Jorge Camet Dickmann, Luis Enrique Yáurur Rey y Juan Baustita Isola Cambana. Director Suplente: Arturo Woodman Pollit, así consta por Escritura Pública otorgada ante el Notario Ricardo Ortiz de Zevallos Villarán de fecha 17/05/2000 y Sesión de Directorio del 21/03/2002, registrado en los Asientos B0003 y B0005 de la partida N° 11009127, respectivamente. El Capital vigente asciende a **S/. 1'076,477,548.00** dividido en 1'076,477,548 acciones de un valor nominal de S/. 1.00 cada una, íntegramente suscritas y totalmente pagadas, en mérito a la Escritura Pública del 11/06/2001 otorgada ante el notario Dr. Ricardo Ortiz de Zevallos Villarán y por Junta General del 27/03/2002 y Sesión de Directorio del 30/05/2002, registrado en el Asiento B0005 de la Partida No. 11009127.-*****

EN FE de lo cual se expide el presente en Lima a las ocho horas de hoy veintitres de Agosto del 2002.-*****

Der. S/.19.00
Al.

[Handwritten signature and stamp]
Dra. SILVIA CAROLINA MENDOZA
Registrador Público
O.R.L.C.

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APPROVAL
AND
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ATTENTION NO. 577721 of 8/20/02

[RUBBER STAMP] ADMINISTRATIVE DESK

AUG. 26, 2002

DELIVERED

THIS DOCUMENT HAS NO VALUE
WITHOUT THE [ILLEGIBLE]

(LOGO)

PUBLIC REGISTRIES OF LIMA AND CALLAO

THE UNDERSIGNED LIMA REGISTRAR CERTIFIES:

THAT there is a currently valid entry on page one hundred thirteen, volume one, of the Commercial Companies Book of the Legal Entities Register recording the Company name of "BANCO ITALIANO," a Company formed by means a Public Instrument dated 04/03/1889 [and signed] before Lima Notary Public, Carlos Sotomayor. By Public Instrument dated 01/21/1942 [and signed] before Lima Notary Public, Guillermo Ureta del Soler, the Company Bylaws were amended with regard to the Company name, which is "BANCO DE CRÉDITO DEL PERÚ," this being the current name of the Company as recorded in entry one hundred forty-one, page four hundred four, volume fifty-eight, continuation of the entry. Entry B00001, File No. 11009127 (continuation of the Entry) shows a currently valid agreement, of the General Shareholders Meeting of 03/27/98 and the Board of Directors Meeting of 06/25/98 (approved by Superintendency of Banking and Insurance (SBS) Resolution No. 632-98) whereby the Company amends its Bylaws to make them consistent with the new General Companies Law – Law No. 26887 as follows: Banco de Crédito del Perú is a listed stock Company. It has indefinite life. Its domicile is the City of Lima. Its purpose is to carry out all activities and transactions permitted to banking companies in accordance with the applicable legislation. The Board of Directors of the Company, currently in office, is composed of the following members: Sitting Directors: Dionisio Romero Seminario, Luis Nicolini Bernucci, Fernando Fort Marie, Reynaldo Llosa Barber, Luis Nieri Galindo, José Antonio Onrubia Romero, Ernesto Raffo Paine, Juan Carlos Verme Giannoni, Jorge Camet Dickmann, Luis Enrique Yanur Rey and Juan Bautista Isola Cambana; Alternate Director: Arturo Woodman Pollit, as evidenced by a Public Instrument [signed] before Notary Public, Ricardo Ortiz de Zevallos Villaran, on 05/17/2000 and a Board of Directors Meeting held on 03/21/2002, recorded in File No. 11009127 under Entries B00003 and B00005, respectively. The current capital is PEN 1,076,477,548.00 divided into 1,076,477,548 shares with a par value of PEN 1 per share, all of them fully subscribed and paid-in, as evidenced by a Public Instrument dated 06/11/2001, signed before Notary Public, Ricardo Ortiz de Zevallos Villaran, and by a General Shareholders Meeting held on 03/27/2002 and a Board of Directors Meeting held on 05/30/2002, recorded in Entry B00005 of File No. 11009127.

IN WITNESS WHEREOF, this Certificate is issued in Lima at 8:00 a.m. on the twenty third day of August of 2002.

Fees PEN 19.00

Al.

[RUBBER STAMP OF THE PUBLIC REGISTRAR: ILLEGIBLE TEXT]

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AND
FILED

CERTIFICATE OF TRANSLATION ACCURACY

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I, MAURY MARGARET SCHARRER, duly certified by the University of Miami, Coral Gables, Florida, for proficiency in the Spanish language, hereby certify that the attached translation from Spanish to English of the Certificate of Good Standing of the Lima and Callao Public Registries of the entity *BANCO DE CRÉDITO DEL PERÚ*, dated August 23, 2002, is true and correct, to the best of my knowledge and belief.


MAURY MARGARET SCHARRER

The foregoing instrument was acknowledged before me this 29th day of August, 2002, by Maury Margaret Scharrer who is personally known to me and who did not take an oath.


NOTARY PUBLIC

[SEAL]

MIA1 #876215 v17



Grace Fuentevilla
MY COMMISSION # DD142398 EXPIRES
August 14, 2006
BONDED THRU TROY FAIR INSURANCE, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
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