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BSCH

Banco
Santander Central Hispano

March 15, 2001

Ms. Karen Beyer
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

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*****43.75 *****43.75

Dear Ms. Beyer:

As per our phone conversation enclosed please find the following documentation:

- 2001 Uniform Business Report
- Check # 017917 in the amount of US\$158.75
- Application by Foreign Profit Corporation to File Amendment of Name Changed
- State of New York approval to change the name to Banco Santander Central Hispano, S.A.
- Check # 017916 in the amount of US\$43.75

Thank you for your cooperation, if you have any questions please do not hesitate to contact me at (305) 373-2020.

Sincerely,

Giselle Bayona
Giselle Bayona
Comptroller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Banco Santander Central Hispano, S.A. Miami Agency
701 Brickell Avenue, Suite 2410, Miami Florida 33131
Phone: 305-373-2020 - Fax: 305-577-3304

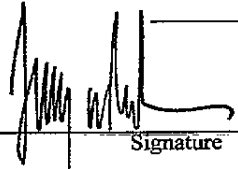
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Banco Central Hispanoamericano, S.A.
Name of corporation as it appears on the records of the Department of State.
2. Florida/SPAIN 3. May 9, 1980
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 19, 1999
5. Banco Santander Central Hispano, S.A.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

March 15, 2001
Date

Gregory Testerman
Typed or printed name

General Manager
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York

Banking Department

WHEREAS, Banco Santander, S.A. is a foreign banking corporation organized under the laws of Kingdom of Spain and has its principal office and place of business in the city of Madrid ; and

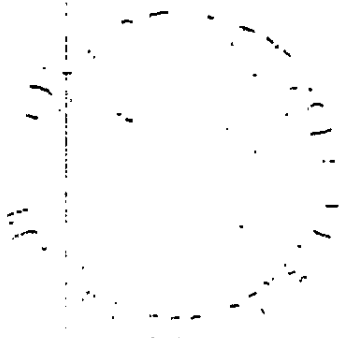
WHEREAS, Banco Santander, S.A. has merged with Banco Central Hispanoamericano, S.A.. and changed its name to Banco Santander Central Hispano, S.A. As a result of the change of name the bank has made application to the Superintendent of Banks to change the name of its branch located at 45 East, 53rd Street, Borough of Manhattan, City of New York to Banco Santander Central Hispano, S.A.; and

WHEREAS, There appears to be no reasonable objection to such change of name;

NOW, THEREFORE, I, ROBERT H. McCORMICK, Deputy Superintendent of Banks of the State of New York, **DO HEREBY CONSENT TO AND APPROVE OF** the aforementioned change of name on or after May 15, 1999.

Witness, my hand and official seal of the Banking Department at the City of New York,

this 19th day of May in the Year of our Lord one thousand nine hundred and ninety-nine.



Robert H. McCormick
Deputy Superintendent of Banks