

849398

17 December 1996



Dresdner Bank Lateinamerika AG



formerly: Deutsch-Südamerikanische Bank AG

Miami Agency

P.O. Box 01-6039
Miami, Florida 33101/USA

801 Brickell Avenue
Miami, Florida 33131/USA
Telephone: (305) 373-0000
Telex: 4961 7905 dl us
Fax: (305) 374-6912
E-mail: dblamia@gate.net

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Corporation's Name Change

Dear Sir/Madam:

Please be advised that this Organization went through a name change effective December 2, 1996. We officially changed our name from Deutsch-Suedamerikanische Bank Aktiengesellschaft to **Dresdner Bank Lateinamerika Aktiengesellschaft** formerly: Deutsch-Suedamerikanische Bank Aktiengesellschaft. The Corporate structure of the organization, the period of duration of the incorporation, the jurisdiction of incorporation, purpose and location did not change.

Enclosed please find a properly completed "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida", a certified copy of the Certificate obtained from the Hamburg Commercial Registry, where the bank is incorporated and two checks totaling \$140.00, which include the \$35.00 filing fee, \$52.50 for one certified copy and 52.50 for six certified status copies.

If you have any questions with regards to this amendment, please contact the right undersigned at (305) 530-0535. Thank you for your assistance.

Very truly yours,

DRESDNER BANK LATEINAMERIKA
AKTIENGESELLSCHAFT
MIAMI AGENCY

Theodore R. Walters

Horacio R. Vivas

cc: Organization Department

John Poulton from the Division of Banking
approved this name change.

Rec. K. Byr
3/27

300002072733--2
-01/29/97--01070--013
*****36.25 *****36.25

300002072733--2
-01/29/97--01070--014
*****43.75 *****43.75

~~W17-5645~~

~~W17-4350~~

SH 2/21
NC

TELEPHONE

STF 021 AM 9:40

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1997

Theodore R. Walters
Dresdner Bank Lateinamerika AG
P.O. Box 01-6039
Miami, FL 33101

SUBJECT: DEUTSCH-SUDAMERIKANISCHE BANK
AKTIENGESELLSCHAFT, INC.
Ref. Number: 849398

We have received your document for DEUTSCH-SUDAMERIKANISCHE BANK AKTIENGESELLSCHAFT, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00007992



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

Theodore R. Walters
Dresdner Bank
P.O. Box 01-6039
Miami, FL 33101

SUBJECT: DEUTSCH-SUDAMERIKANISCHE BANK
AKTIENGESELLSCHAFT, INC.
Ref. Number: 849398

We have received your document for DEUTSCH-SUDAMERIKANISCHE BANK AKTIENGESELLSCHAFT, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We apologize that your document is being returned a second time. However, there is an additional error that was not noted when it was originally returned.

When the correction is made, we will give the document the file date on which it was received in this office after the first rejection.

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
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00009499



Dresdner Bank Lateinamerika AG



formerly: Deutsch-Südamerikanische Bank AG

Miami Agency

P.O. Box 01-6039
Miami, Florida 33101/USA

801 Brickell Avenue
Miami, Florida 33131/USA
Telephone: (305) 373-0000
Telex: 4961 7905 dl us
Fax: (305) 374-6912
E-mail: dblamia@gate.net

19 February 1997

Mr. Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Corporation's Name Change

Dear Mr. Harris:

As per our telephone conversation of Wednesday, February 19, please be advised that the English translation of the new name of this Organization is Dresdner Bank Latin America Inc. formerly German-South American Bank Inc. However, please file our new name under its official German translation, **Dresdner Bank Lateinamerika Aktiengesellschaft** formerly **Deutsch-Südamerikanische Bank Aktiengesellschaft**.

Thank you for your assistance. If you have any questions with regards to this amendment, please contact the right undersigned at (305) 530-0535.

Very truly yours,

DRESDNER BANK LATEINAMERIKA
AKTIENGESELLSCHAFT
MIAMI AGENCY

Theodore R. Walters

Horacio R. Vivas

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. DEUTSCH-SUEDAMERIKANISCHE BANK AKTIENGESELLSCHAFT
Name of corporation as it appears on the records of the Department of State.
2. FEDERAL REPUBLIC OF GERMANY 3. JUNE 11, 1981
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? DECEMBER 2, 1996
DRESDNER BANK LATEINAMERIKA AKTIENGESELLSCHAFT
5. Formerly: DEUTSCH-SUEDAMERIKANISCHE BANK AKTIENGESELLSCHAFT
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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

 Theodore R. Walters
Signature

DECEMBER 17, 1996.

Date

Horacio R. Vivas Theodore R. Walters
Typed or printed name

Assistant Secretary Assistant Vice President
Title

Sworn Translation from the German Language

DRES. BAUR, HELLGE, PROF. PRIESTER, EHLKE,
LANGHEIN, RAWERT
- NOTARIES -

Address: Adolfsbrücke 9/11, 20457 Hamburg
[Germany], Telephone 040 / 3769030

Certified Partial Extract from the Commercial Registry

The Commercial Registry of the Lower Court (*Amtsgericht*) of
Hamburg, Division 66, shows the following entries under
HR B 8524:

Entry No. 92

Column 2) a) Company Name Dresdner Bank Latein-
amerika Aktiengesellschaft
(formerly Deutsch-
Südamerikanische Bank
Aktiengesellschaft)

The name was registered
with effect from 2nd
December 1996 based on
the resolution of an extra-
ordinary Shareholders'
Meeting adopted on 25th
July 1996

Entry No. 1

Column 2) b) Seat: Hamburg, to whence the
company seat has been
transferred from Berlin.

CERTIFICATE OF TRUE COPY

STATE OF FLORIDA
COUNTY OF DADE

On this 23rd day of January 1997, I attest that the preceding or attached document
is a true, exact, complete, and unaltered photocopy made by me of the original english
translation of the "Certificate Evidencing Name Amendment", presented to me by the
document's custodian.



HORACIO R VIVAS
My Commission CC478509
Expires Jul. 06, 1999
Bonded by HAI
800-422-1555

NOTARY PUBLIC--State of Florida

Sign


Horacio R. Vivas

c) Corporate
Objective

Banking and financial transactions of all types, specifically promoting trade relations between Germany and Latin America via banking operations.

Entry No. 48
Column 6 Legal Situation

By virtue of a resolution adopted by a Shareholders' Meeting on 28th April 1980, Sections 7 and 8 (Board of Directors), 15 (Supervisory Board) and 20, Para. 1, of the Statutes were amended.

There is domination and profit transfer agreement in effect between the Company and Dresdner Bank Aktiengesellschaft, Frankfurt/Main.

Entry No. 60
Column 3 Share Capital
Column 6

DM 178,000,000.00
By virtue of a resolution of a Shareholders' Meeting on 18th March 1985, the share capital was increased by DM 50,000,000.00 to DM 178,000,000.00 and Section 4 (Share Capital and Shares) of the Statutes were amended accordingly. The capital increase has been put into effect. Date of entry: 28th March 1985

Column 4 regular members of
the Board of Directors:

Entry No. 41	Albrecht C. Räddecke, Bank Clerk, Hamburg Helmut Fröhlich, Bank Clerk, Hamburg
Entry No. 62	Kurt Zimmerling, Bank Clerk, Bad Schwartau
Entry No. 74	Udo H. Gubitz, Bank Clerk, Frankfurt
Entry No. 83	Holger F. Sommer, Bank Clerk, Hamburg

Column 6 Legal Situation Entry No. 1	The Company is deemed represented by one member of the Board of Directors acting jointly with a special signatory (" <i>Prokurist</i> ").
---	---

Having this day inspected the Commercial Registry of the Lower Court of Hamburg - HR B 8524 - I do hereby verify that the foregoing partial excerpt constitutes a verbatim rendering of same in the Commercial Registry.

Hamburg, dated 5th December 1996

[signature]

Dr.jur. Peter Rawert

Notary

[red embossed seal affixed with binding twine]
NOTARIAL SEAL DR. PETER RAWERT, HAMBURG

[Translator's Note: The following is attached on a separate sheet and exhibits the circular seal of the "Landgericht" (Higher Court) where it is bound to the foregoing document:]

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Federal Republic of Germany
This public document
2. has been signed by Dr. Peter Rawert
3. acting in the capacity of Notary
4. bears the stamp of
the Notary Dr. Peter Rawert

Certified

5. at Hamburg
6. on 9th December 1996
7. by the President of the Higher Court
("Landgericht")
8. No. 9101 E/I - 1250/96
9. Stamp:
"Landgericht" Hamburg
Hamburg / 183
10. Signature:
[signature]
Görres-Ohde

The foregoing is hereby sworn to constitute a true and complete translation of the notarially certified German document before me.

WITNESSETH my hand and seal this second day of January in the year 1997 at Hamburg, Fed. Rep. of Germany


Mary Frances Gilbert
Sworn Translator and Interpreter
for the English Language / Hamburg



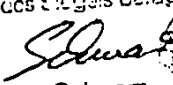
Bescheinigung

Der/Die Genannte *Mary Frances Gilbert*

Ist von der Freien und Hansestadt Hamburg, vertreten durch die Behörde für Wirtschaft und Statistik,

zur Wahrnehmung Dolmetscher und Übersetzer
für die *englische* Sprache

bestellt und zur Führung des Siegels befugt.


Schwarz



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land: *REPUBLIK DEUTSCHLAND*

2. *Hans Schwarz*

3. *VR*

4. *Bildungswesen-Zentralamt Hamburg Nr. 8*

5. *8. Jan. 97*

6. *10/97*

7. *10/97*

8. *10/97*

9. *10/97*

10. Unterschrift

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

DRES. BAUR, HELIGE, PROF. PRIESTER, EHLKE, LANGHEIN, RAWERT

- NOTARE -

Anschrift: Adolfsbrücke 9/11, 20457 Hamburg, Telefon 040/3769030

Auszugsweise beglaubigte Abschrift aus dem Handelsregister

Im Handelsregister des Amtsgerichts Hamburg, Abteilung 66, ist unter HR E 8534 eingetragen:

Eintragung Nr. 92

Spalte 2) a) Firma

Dresdner Bank Lateinamerika
Aktiengesellschaft (vormals Deutsch-
Südamerikanische Bank Aktiengesell-
schaft)

Der Name wurde mit Wirkung ab 2.12.1996
eingetragen aufgrund eines Beschlusses
der außerordentlichen Hauptversammlung
vom 25. Juli 1996

Eintragung Nr. 1

Spalte 2) b) Sitz:

Hamburg, wohin der Sitz der Gesellschaft vor-
Berlin verlegt worden ist.

c) Gegenstand des

Unternehmens:

Betrieb von Bank- und Finanzgeschäften
aller Art, insbesondere die bankmäßige
Förderung der Handelsbeziehungen
zwischen Deutschland und Lateinamerika.

Eintragung Nr. 48

Spalte 6 Rechtsverhältnisse

Durch Beschluß der Hauptversammlung vom 28.
April 1980 ist die Satzung in den §§ 7,8 (Vcr-

stand), 15 (Aufsichtsrat) und 20 Abs. 1 geändert worden.

Zwischen der Gesellschaft und der Dresdner Bank Aktiengesellschaft, Frankfurt/Main, besteht ein Beherrschungs- und Gewinnabführungsvertrag.

Eintragung Nr. 60

Spalte 3 Grundkapital

DM 178.000.000,--

Spalte 6

Durch Beschluß der Hauptversammlung vom 18. März 1985 ist das Grundkapital um 50.000.000,-- DM auf 178.000.000,-- DM erhöht und die Satzung in § 4 (Grundkapital und Aktien) entsprechend geändert worden. Die Kapitalerhöhung ist durchgeführt. Tag der Eintragung 28. März 1985

Spalte 4 ordentliche Vorstandsmitglieder:

Eintragung Nr. 41

Albrecht C. Räddecke, Bankkaufmann, Hamburg
Helmut Fröhlich, Bankkaufmann, Hamburg

Eintragung Nr. 62

Kurt Zimmerling, Bankkaufmann, Bad Schwartau

Eintragung Nr. 74

Udo H. Gubitz, Bankkaufmann, Frankfurt

Eintragung Nr. 83

Holger F. Sommer, Bankkaufmann, Hamburg

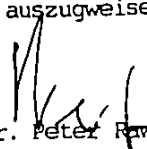
Spalte 6 Rechtsverhältnisse

Eintragung Nr. 1

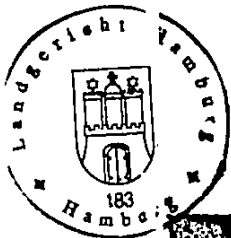
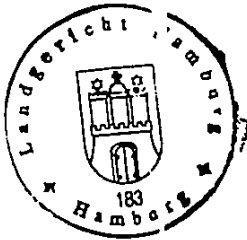
Je zwei Vorstandsmitglieder oder ein Vorstandsmitglied zusammen mit einem Prokuristen vertreten die Gesellschaft.

aufgrund heutiger Einsichtnahme in das Handelsregister des Amtsgericht Hamburg
HR B 8524 - bescheinige ich hiermit die vorstehende auszugsweise beglaubigte
Abschrift aus dem Handelsregister.

Hamburg, den 5. Dezember 1996


Dr. jur. Peter Rowert
Notar





Apostille

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland
Diese öffentliche Urkunde
2. ist unterschrieben von Dr. Peter Rawert
3. in der Eigenschaft als Notar
4. sie ist versehen mit dem Siegel/Stempel des (der)

Notars Dr. Peter Rawert

Bestätigt

5. in Hamburg
6. am 09. Dezember 1996
7. durch die Präsidentin des Landgerichts
8. unter Nr. 9101 E / I - 1250/96



10. Unterschrift:

Görres-Ohde
Görres-Ohde