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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: January 10, 2001

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

FROM: *D* David N. Devick, Division of Banking

SUBJECT: Application by Banco Comercial Portugues, S.A. to Transact
Business in Florida

Please make the following distribution of certified copies:

- C.* (1) One copy to: Division of Banking 700003539137--7
101 East Gaines Street -01/16/01--01019--010
Suite 636 *****78.75 *****78.75
Tallahassee, Florida 32399-0350
- C.* (2) One copy to: Federal Reserve Bank of Atlanta
104 Marietta Street, Northwest
Post Office Box 1731
Atlanta, Georgia 30303-1731
- CC.* (3) Remaining copies to: Clemente L. Vazquez-Bello, Esquire
Gunster Yoakley & Stewart, P.A.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131

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DIVISION OF CORPORATIONS
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Also attached is a \$78.75 check which represents payment of the applicable fees.
If there is an under/over payment, please contact Mr. Vazquez-Bello at (305) 376-6000.

If you have any questions, please call me at 410-9511. ✓

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GUNSTER YOAKLEY
ATTORNEYS AT LAW

Writer's Direct Dial Number: 305-376-6082

December 21, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Banco Comercial Portugues, S.A.**

Dear Sirs:

Enclosed is the Application by Foreign Corporation for Authorization to Transact Business in Florida of Banco Comercial Portugues, S.A. Banco Comercial Portugues, S.A. has been authorized by the Office of the Comptroller, Department of Banking and Finance, to establish an international agency office in Miami, Florida. A copy of the letter of authorization is enclosed.

Also enclosed is a check for the appropriate filing fee, as well as to cover the cost of a Certification of Authorization.

Sincerely yours,

Clemente L. Vázquez-Bello

Enclosure

cc: Mr. Jack Viggiano, V.P., BPA

294916

OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

November 30, 2000

Return Receipt Requested

John A. Cooney, Esquire
Dorsey & Whitney LLP
120 South Sixth Street
Minneapolis, Minnesota 55402-1498

Dear Mr. Cooney:

**Re: Application by Banco Commercial Portugues, S.A. for Authority to Open an
 International Bank Agency Office to be Located in Miami, Miami-Dade County,
 Florida (Administrative File No. 3951-B-11/00)**

The Comptroller of the State of Florida, as head of the Department of Banking and Finance (Department), having fully considered the facts and information contained in the record relating to the application for authority to establish an international bank agency office in Miami, Florida, by Banco Commercial Portugues, S.A. (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 agency office, along with applicable filing fee, was submitted to the Department on May 18, 2000.**
- (2) Notice of the application was published in the Florida Administrative Weekly on June 2, 2000. No hearing was requested and none was held.**
- (3) After its preliminary review, the Department requested additional information from the Applicant on June 12, 2000. The additional information was received by the Department on November 2, 2000, and the application was deemed complete.**
- (4) The application states that the proposed office will be located at 201 South Biscayne Boulevard, Miami, Florida.**
- (5) On November 3, 2000, the Department requested that its Investigations Office perform background investigations on the following executives of the Applicant: Jorge Manuel Jardim Gonçalves, Christopher de Beck, and Pedro Libano Monteiro. No adverse matters were noted.**
- (6) Banco Portugues do Atlantico, S.A. (BPA) has operated an international bank agency office in Florida since July 1986. BPA has merged with and into the Applicant at the home country level of operation. Because international bank licenses are not transferable, the Applicant was required to file an application for an international bank agency in order to continue operation of the BPA agency in Florida.**
- (7) The Applicant was approved by the Department to establish an international bank representative office in Florida on May 26, 2000.**

John A. Cooney, Esquire

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- (8) Acting under delegated authority, the Federal Reserve Bank of New York approved an application by Banco Commercial Portugues, S.A. for authority to operate an international agency office in Florida on or about July 17, 2000.
- (9) 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.
- (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.

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 the Department will issue a conditional Final Order of Approval no earlier than 21 days after the date of this Notice, unless the Applicant advises the Department, in writing, that it waives its right to a hearing.
- (2) 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.
- (3) That the Applicant shall advise the Department at least thirty (30) days in advance of the desired date that the BPA agency will become an agency of Banco Commercial Portugues, S.A. If the Department finds that all requirements of law and this Notice have been met, it shall issue and deliver the license to operate an international office in Florida.

This approval shall expire twelve (12) months from this date if the international office has not been opened, unless an extension of time has been requested by the Applicant and granted by the Department. Until the conditions herein specified, and other reasonable requirements of the Department of Banking and Finance are met, or if any interim development is deemed by the Comptroller to warrant such action, the Comptroller shall have the right to alter, suspend, or withdraw this Notice.

Sincerely,



Comptroller

RFM:ejp

cc: Federal Reserve Bank of Atlanta
Federal Reserve Bank of New York
Bureau of Financial Institutions - District II
South Florida Area Financial Manager
Clerk, Division of Banking
Legal Division
Public Affairs Office

RECEIVED
COMPTROLLER'S OFFICE

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

CASHER'S OFFICE

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 COMERCIAL PORTUGUÊS, S.A.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Portugal
(State or country under the law of which it is incorporated)
3. 07/17/85 4. Perpetual
(Date of Incorporation) (Duration)
5. 52-2241878
(Federal Employer Identification number, if applicable)
6. Has not transacted business in Florida.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Rua Júlio Dinis, 705/719, 4050 Porto, Portugal
(Current mailing address)
8. International agency office of a foreign bank
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and/or directors:

A. Directors:

Chairman: Jorge Manuel Jardim Gonçalves
Address: Av. da Republica, 28 - 10 A 1050 Lisboa Portugal

Vice Chairman: Filipe de Jesus Pinhal
Address: Largo São Sebastião da Pedreira, 32 - 4º Direito 1050 Lisboa Portugal

VICE CHAIRMAN
Director: Christopher de Beck
Address: Rua do Quelhas, 48 R/c, 1200 Lisboa Portugal

Director: João Luis Ramalho de Carvalho Talone
Address: Av. da Republica, 28, 3º B, 1050 Lisboa Portugal

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B. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Paulo Jorge de Assuncao Rodrigues Teixeira Pinto

Address: Rua Augusta 84-1

Lisboa 1149-023, Portugal

Treasurer: Nuno Maria Pestana de Almeida Alves

Address: Av Jose Malhoa Lt 16C6 12

Lisboa 1070, Portugal

(If needed, you may attach an addendum to the application listing additional officers and/or directors)

10. Name and Street address of Florida registered agent:

Name: Clemente Vazquez-Bello, Esquire

Office Address: Gunster, Yoakley, Valdés-Fauli & Stewart, P.A.

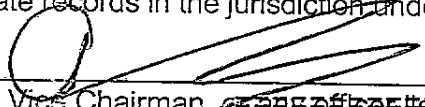
One Biscayne Tower, 2S. Biscayne Blvd. #3400, ^{MIAMI,} Florida 33131

11. 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: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Christopher de Beck (Vice Chairman)
(Name and capacity of person signing application)

A DIRECTORS:

Director: Pedro Manuel Rocha Libano Monteiro

Address: Rua Arriaga, 27, 1200 Lisboa, Portugal

Director: Alexandre Augusto Morais Guedes de Magalhães

Address: Rua do Alto da Vila, 55, 4150 Porto Portugal

Director: António Manuel de Seabra e Melo Rodrigues

Address: Av. Suíça, 34, 2765 Estoril, Portugal

Director: António Manuel Pereira Caldas de Castro Henriques

Address: Rua do Olival, 40, 1200 Lisboa, Portugal

Director: Alípio Barrosa Pereira Dias

Address: Rua do Campo Alegre, 1290 – 9º 4150 Porto Portugal

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**Attachment A to the Application by Foreign
Corporation for Authorization to Transact Business in Florida**

DIRECTORS

Name & Address	Position
Jorge Manuel Jardim Gonçalves Av. da Republica, 28 – 10° A 1050 Lisboa Portugal	Chairman
Filipe de Jesus Pinhal Largo São Sebastião da Pedreira, 32 – 4° Dtº 1050 Lisboa Portugal	Vice Chairman
Christopher de Beck Rua do Quelhas, 48 R/C 1200 Lisboa Portugal	Vice Chairman
João Luis Ramalho de Carvalho Talone Av. da Republica, 28 – 3° A 1050 Lisboa Portugal	Director



**Attachment A to the Application by Foreign
Corporation for Authorization to Transact Business in Florida**

DIRECTORS

Name & Address	Position
Pedro Manuel Rocha Libano Monteiro Rua Arriaga, 27 1200 Lisboa Portugal	Director
Alexandre Augusto Morais Guedes de Magalhães Rua Alto da Vila, 55 4150 Porto Portugal	Director
António Manuel de Seabra e Melo Rodrigues Av. Suíça, 34 2765 Estoril Portugal	Director
António Manuel Pereira Caldas de Castro Henriques Rua do Olival, 40 1200 Lisboa Portugal	Director



**Attachment A to the Application by Foreign
Corporation for Authorization to Transact Business in Florida**

DIRECTORS

Name & Address	Position
Alípio Barrosa Pereira Dias Rua do Campo Alegre, 1290 – 9º 4150 Porto Portugal	Director



**Attachment B to the Application by Foreign
Corporation for Authorization to Transact Business in Florida**

OFFICERS

Name & Address	Position
Paulo Jorge de Assuncao Rodriguez Teixeira Pinto Rua Augusta 84-1 Lisboa 1149-023, Portugal	Secretary
Nuno Maria Pestana de Almeida Alves Av Jose Malhoa Lt 1686 12 Lisboa 1070, Portugal	Treasurer



Banco de Portugal

DECLARAÇÃO

Para efeitos de prosseguimento da actividade antes desenvolvida pelo BANCO PORTUGUÊS DO ATLÂNTICO, S.A., em Miami, Estados Unidos da América, e para apresentação junto das competentes autoridades de supervisão, declara-se que:—

- a) O BANCO COMERCIAL PORTUGUÊS, S.A., está regularmente constituído e registado no Banco de Portugal como uma instituição de crédito de licença plena, autorizada a praticar todas as operações permitidas aos bancos;-----
- b) Ao que é do conhecimento do Banco de Portugal, o BANCO COMERCIAL PORTUGUÊS, S.A., nunca foi condenado, considerado culpado ou sujeito a pena, nem lhe foi imposta qualquer sanção pela violação de qualquer norma ou regulamento da República Portuguesa relacionados com o dever de informar relativamente às transacções financeiras ou branqueamento de capitais;-----
- c) A operação de fusão do BANCO PORTUGUÊS DO ATLÂNTICO, SA, por incorporação no BANCO COMERCIAL PORTUGUÊS, SA., foi autorizada pelo Banco de Portugal, nada havendo a opor a que este abra uma sucursal em Miami, Florida, Estados Unidos da América.-----

Lisboa, 19 de Abril de 2000

BANCO DE PORTUGAL
Por delegação


Virgílio Martins
Coordenador de Núcleo


Carlos Santos
Director

*Bank of Portugal***DECLARATION**

For the purpose of pursuing the business previously carried on by Banco Português do Atlântico, S.A., in Miami in the United States o America, and for presentation to the supervisory authority, it is hereby declared: _____

- a) that Banco Comercial Português, S.A., is duly incorporated and registered with the Bank of Portugal as a fully licensed credit institution, authorized to carry out all operations allowed to banks; _____
- b) that as far as the Bank of Portugal is aware, Banco Comercial Português, S.A., has never been condemned, considered guilty or subject to punishment, nor has any sanction been imposed on the bank for transgression of any rule or regulation of the Portuguese Republic related to the duty of providing information concerning financial transactions or money laundering; and _____
- c) that the merger operation of Banco Português do Atlântico, S.A., by incorporation into Banco Comercial Português, S.A., was duly authorized by the Bank of Portugal, and that there is no objection to the opening by the latter of a branch in Miami, Florida United States of America. _____

Lisbon, 10th April 2000

BANK OF PORTUGAL
By delegation

Virgílio Martins
Nucleus Coordinator

Carlos Santos
Manager

Francisco Sá Carneiro

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To	From	
Co./Dept.	Co.	
Phone #	Phone #	
Fax #	Fax #	