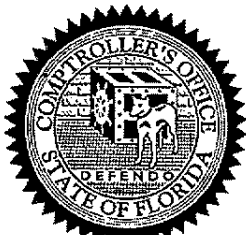


✓
Fed Ex

Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

FO2000001098

DATE: February 26, 2002

700005022707--6

-02/27/02--01011--019

*****78.75 *****78.75

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

FROM: David Devick, Division of Banking

DR Devick

SUBJECT: Caja de Ahorros y Monte de Piedad de Madrid-Application to Transact Business in
Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 FEB 27 AM 10:04

The applicant, Caja de Ahorros y Monte de Piedad de Madrid, a foreign bank organized under the laws of Spain, has been approved by the Department of Banking and Finance to establish an international agency office in Florida. In accordance with this application, please file the attached "Application by Foreign Corporation for Authority to Transact Business in Florida" for the institution. Please send the Certificate of Status to the correspondent, Mr. Avila and make the following distribution of certified copies:

(1) One copy to:

Division of Banking
101 East Gaines Street
Suite 636

CC

Tallahassee, Florida 32399-0350

700005022707--6

-02/27/02--01011--018

*****17.50 *****17.50

(2) One copy to:

Alcides I. Avila, Esquire
Holland and Knight LLP
701 Brickell Avenue
Miami, Florida 33131

CC

Attached are checks amounting to \$96.25, representing payment of the applicable filing fees. If there is an underpayment, please contact Ms. Patricia Hernandez at (305) 789-7614. If there is an overpayment, please issue a refund to Holland and Knight LLP.

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

Availability	<i>left</i>
Attachments	<i>left</i>
dd	<i>left</i>
Examiner	<i>left</i>
Underwriter	<i>left</i>
Verifier	<i>left</i>
Acknowledger	<i>left</i>
A. P. Verifier	<i>left</i>

1032-5631

FQ need

311

FF \$70
10us 8.75

2002 17 50 ✓

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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Bethesda	Portland
Boston	Providence
Bradenton	St. Petersburg
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Fort Lauderdale	San Francisco
Jacksonville	Seattle
Lakeland	Tallahassee
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Caracas*	São Paulo
Mexico City	Tel Aviv*
Rio de Janeiro	Tokyo
*Representative Office	

February 12, 2002

PATRICIA M. HERNANDEZ
305-789-7614

Internet Address:
pahernan@hklaw.com

*Rec'd by MO
2/13/02
D*

VIA FAX AND FEDERAL EXPRESS

Mr. David N. Devick
Financial Control Analyst
Bureau of Financial Institutions
Division of Banking
101 East Gaines Street - Suite 636
Tallahassee, Florida 32399

Re: Application for Caja de Ahorros y Monte de Piedad de Madrid, Caja Madrid ("Caja Madrid") for Authority to Establish an International Bank Agency in Miami, Florida

Dear David:

This is with reference to the November 13, 2001 letter of intent (the "Letter") issued by the Comptroller of the State of Florida to approve Caja Madrid's application to establish an international bank agency in Miami, Florida. Pursuant to paragraph five of the Conditions Section of the Letter, enclosed is Caja Madrid'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 Caja Madrid add to its name words indicating that it is a corporation instead of a natural person. However, the word "Caja" in Caja Madrid's name denotes that it is a savings bank under the laws of the Kingdom of Spain. To add English-language words, such as "Corporation" or "Incorporated," to Caja Madrid's name

Mr. David Devick
February 12, 2002
Page 2

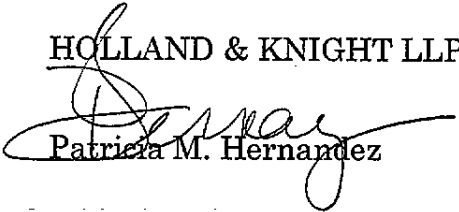
for the purpose of qualifying to do business in Florida would be misleading and would result in Caja Madrid transacting business in Florida under a fictitious name.

Also, with reference to Section 11 of the Foreign Company Application, we have not attached a certificate of existence as the required certificate is on file with the Department.

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

Very truly yours,

HOLLAND & KNIGHT LLP



Patricia M. Hernandez

Enclosures

cc: Alcides I. Avila, Esq. (w/encl.)

MLA1 #1108080 v1

Law Offices

HOLLAND & KNIGHT LLP

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

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*Representative Office

February 28, 2002

ROSA M. ANCHETA
305-789-7490

internet address: rancheta@hklaw.com

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock
Division of Corporations
408 E. Gaines Street
Tallahassee, Florida 32399

Re: Caja Madrid, Miami Agency and Caixanova, Miami Agency

Dear Ms. Tadlock:

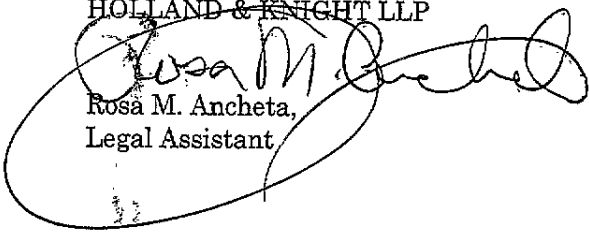
Per your request, enclosed are original Certificates of Translation Accuracy for Caja Madrid, Miami Agency ("Caja") and Caixanova, Miami Agency ("Caixanova"), respectively (the "Certificates"). It is our understanding that once you receive the Certificates, you will be able to file the Applications by Foreign Corporation for Authorization to Transact Business in Florida for Caja and Caixanova (the "Applications") in your possession. ✓

Once the Applications have been filed, please return certified copies of the Applications and Certificates of Good Standing for Caja and Caixanova to my attention in the enclosed Federal Express envelope. ✓

Thank you and should have any questions or problems, please do not hesitate to contact me directly at (305) 789-7490.

Very truly yours,

HOLLAND & KNIGHT LLP


Rosa M. Ancheta,
Legal Assistant

cc: Patricia M. Hernandez, Esq.

MIA1 #1117181 v1

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Caja de Ahorros y Monte de Piedad de Madrid, Caja Madrid
(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:

Alcides I. Avila, 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:

Patricia M. Hernandez, Esq.

at (305) 789-7614

(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

96.25 - Filing fee +
2 Certified Copies
1 Certificate of Good

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

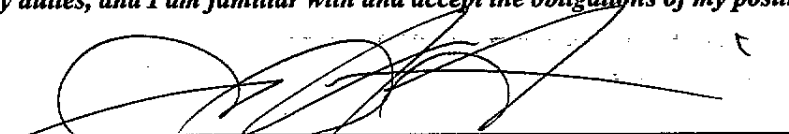
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Caja de Ahorros y Monte de Piedad de Madrid
(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. Spain 3. Not Applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 24, 1869 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of Federal Reserve and State of Florida applications, Caja de Ahorros y Monte de Piedad de Madrid, Caja
Madrid will begin transacting business in Florida
(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.)
7. Plaza de Celenque No. 2, 28013 - Madrid, Spain
(Principal office address)
- c/o 701 Brickell Avenue, Suite 3000, Miami, Florida 33131
(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: Alcides I. Avila, Esq.
- Office Address: Holland & Knight LLP
- 701 Brickell Avenue, Suite 3000, Miami, Florida 33131
(City) (Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 27 AM 10:04

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.*


(Registered agent's signature) Alcides I. Avila

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.

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: _____

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. Emilio Rincon, General Manager – Miami Agency

(Typed or printed name and capacity of person signing application)

**Officers and Directors of Caja de Ahorros y Monte de Piedad de Madrid,
Caja Madrid as of December 31, 2000**

Board of Directors:

Chairman:	Miguel Blesa de la Parra c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy Chairmen:	Ramón Espinar Gallego c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Antonio Moral Santín c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Secretary:	Enrique de la Torre Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy Secretary:	Vicente Espinosa Navas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Members:	José Luis Acero Benedicto c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Juan José Azcona Olóndriz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

	Pedro Bedia Pérez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Pedro Bujidos Garay c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Caballero Domínguez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Darío Fernández-Yruegas Moro c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José María Fernández del Río Fernández c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Mercedes de la Merced Monge c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Roberto Molero Gómez-Elegido c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Francisco Moure Bourio c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

	Miguel Muñiz de las Cuevas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Emilio Navasqües y Cobián c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Alberto Recarte García-Andrade c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ignacio del Río García de Sola c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José María de la Riva Amez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Antonio Romero Lázaro c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ricardo Romero de Tejada y Picatoste c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Management Committee

Chairman:	Miguel Blesa de la Parra c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
------------------	---

Deputy General Manager-Financial Director:	Matías Amat Roca c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manger-Communications Director:	Juan Astorqui Portera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager-Director of Banca Comercial II:	Ramón Ferraz Ricarte c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager-Managing Director of Corporacion Financiera:	José María García Alonso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager- Director of Auditing:	María Elena Gil García c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
General Manager- Social Programs:	Carlos María Martínez Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager-Director of Organization and Systems:	Ricardo Morado Iglesias c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Manager of Caja Madrid Foundation:	Alfredo Pérez de Armiñán c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Deputy General Manager-Director of Retail Banking:	Mariano Pérez Claver c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager- Director of Resources:	Ildefonso Sánchez Barcoj c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Secretary General:	Enrique de la Torre Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Deputy General Manager-Director of Investment Banking:	Carlos Vela García-Noreña c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
General Manager, Miami Agency:	Emilio Rincón c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

MIA1 #1108160 v1

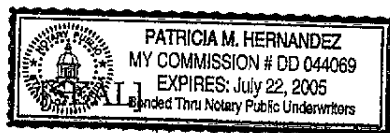
CERTIFICATE OF TRANSLATION ACCURACY

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

I, MAURY MARGARET SCHARRER, duly certified by the University of Miami, for proficiency in the Spanish language, hereby certify that the attached translation, from Spanish to English, of the Certificate of Good Standing issued by the Banco de España of the CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID Savings Bank on April 5, 2001, is true and correct to the best of my knowledge and belief.

Maury Margaret Scharrer
MAURY MARGARET SCHARRER

The foregoing instrument was acknowledged before me this 28th day of February, 2002, by Maury Margaret Scharrer, who is personally known to me and who did not take an oath.



Patricia M. Hernandez
NOTARY PUBLIC

(Coat of arms)
BANK OF SPAIN

I, FERNANDO VARGAS BAHAMONDE, HEAD OF THE OFFICE OF FINANCIAL INSTITUTIONS:

CERTIFY: That CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID is shown as being registered in the Special Register for People's General Savings Banks, under code number 2038, with a company domicile in the Celenque Plaza, [No.] 2, in Madrid.

That CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID is legally formed and organized as a fully operative credit entity for engagement in those business activities that are customary for this type of entity.

And in witness whereof and in order for it to be effective wherever appropriate, I am issuing this certificate in Madrid on the fifth day of April, two thousand one.

(Signed) (Illegible)

(Circular Stamp)
BANK OF SPAIN
COMPANIES AND BYLAWS REGISTRY
MADRID



BANCO DE ESPAÑA

FERNANDO VARGAS BAHAMONDE, JEFE DE LA OFICINA DE INSTITUCIONES FINANCIERAS:

CERTIFICO: Que CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID, figura inscrita en el Registro Especial de Cajas Generales de Ahorro Popular, con número de codificación 2038 y domicilio social en plaza de Celenque, 2 de Madrid.

Que CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID, está legalmente constituida y organizada como entidad de crédito plenamente operativa para el desarrollo de las actividades propias de ese tipo de entidades.

Y para que así conste y surta efectos donde convenga, expido la presente, en Madrid, a cinco de abril de dos mil uno.

