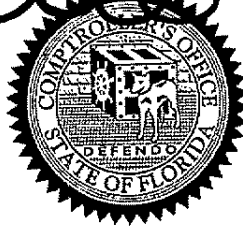


Inter-Office Communication



Robert F. Milligan
Comptroller of Florida

Fed Ex

DATE: February 26, 2002

400005022704--6
-02/27/02--01011--016
*****78.75 *****78.75

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

FROM: David Devick, Division of Banking

DD Devick

SUBJECT: Caixa de Aforros de Vigo, Ourense e Pontevedra-Application to Transact Business in Florida.

The applicant, Caixa de Aforros de Vigo, Ourense e Pontevedra, 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
Tallahassee, Florida 32399-0350

cc

400005022704--6
-02/27/02--01011--017
*****17.50 *****17.50

(2) One copy to:

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

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

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.

Attachments

dd

Name	<i>Ull 2/27/02</i>
Availability	<i>Ull 3/1</i>
Document	<i>Ull 5/23</i>
Examiner	<i>Ull</i>
Underwriter	
Underwriter	
Underwriter	
Underwriter	
Underwriter	

FO Ull

FF \$ 70.00
Cus 8.75
2cc's 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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February 12, 2002

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International Offices:	
Caracas*	São Paulo
Mexico City	Tel Aviv*
Rio de Janeiro	Tokyo
* Representative Office	

PATRICIA M. HERNANDEZ
305-789-7614

Internet Address:
pahernan@hklaw.com

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 Caixa de Aforros de Vigo, Ourense e Pontevedra
("Caixanova") for Authority to Establish an International Bank
Agency in Miami, Florida

Dear David:

This is with reference to the January 22, 2002 letter of intent (the "Letter") issued by the Comptroller of the State of Florida to approve Caixanova's application to establish an international bank agency in Miami, Florida. Pursuant to paragraph five of the Conditions Section of the Letter, enclosed is Caixanova'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 Caixanova add to its name words indicating that it is a corporation instead of a natural person. However, the word "Caixa" in Caixanova's name denotes that it is a savings bank under the laws of the Kingdom of Spain. To add English-

Mr. David Devick
February 12, 2002
Page 2

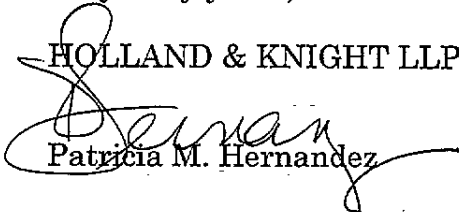
language words, such as "Corporation" or "Incorporated," to Caixanova's name for the purpose of qualifying to do business in Florida would be misleading and would result in Caixanova transacting business in Florida under a fictitious name.

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.)

MIA1 #1108141 v1

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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Tampa
Washington, D.C.
West Palm Beach
Sao Paulo
Tel Aviv
Tokyo
*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:

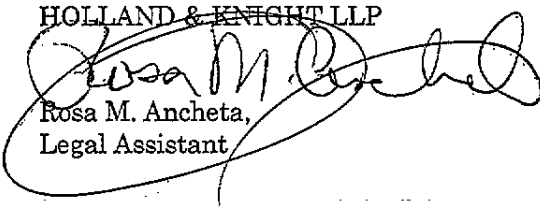
Per your request, enclosed are original Certificates of Translation Accuracy for Caja Madrid, Miami Agency ("Caja") and Caixanova, Miami Agency ("Caixanova"), respectively (the "Certificates"). It is our understanding that once you receive the Certificates, you will be able to file the Applications by 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: Caixa de Aforros de Vigo, Ourense e Pontevedra
(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

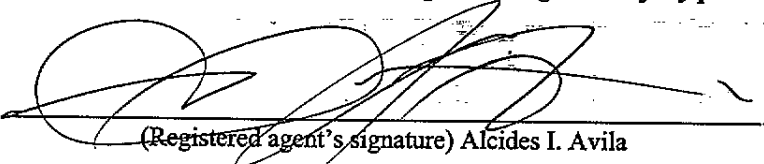
Enclosed is a check for the following amount:

☐ \$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
2 Certified Copies
1 Certificate of Status

**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. Caixa de Aforros de Vigo, Ourense e Pontevedra
(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. July 17, 2000 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, Caixa de Aforros de Vigo, Ourense e Pontevedra 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. Avda. García Barbón, 1, 36201 Vigo, 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)
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. Juan Carlos Fontán, General Manager, Miami Agency

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

**Officers and Directors of Caixa de Aforros de Vigo, Ourense e Pontevedra
as of December 31, 2000**

Board of Directors

Co-Chairmen:	Ramón Cornejo Molíns c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Manuel Bermúdez Couso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Manuel Campos Villarino c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
First Vice President:	Guillermo Alonso Jáudenes c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Second Vice President:	José Manuel Barros González c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Third Vice President:	Manuel Vázquez Outeiriño c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Fourth Vice President:	Santiago González-Babé Ozores c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Secretary:	Fernando García del Valle Gutiérrez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
First Vice Secretary:	Benito González Pérez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Second Vice Secretary:	José Costa Díaz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Members:	José Luis Albo Quiroga c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Carlos Fernández Grassi c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Freire Freire c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Maria Teresa González Vila c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Manuel Huerta Anta c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

	Gonzalo López Vilar c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ángel Martínez Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Federico Martinón Sánchez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Fernando Saavedra Lines c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Taboada López c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Pilar Cibrán Ferraz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Juan Manuel Cividanes Barreras c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ramón Cuiña Crespo c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

	David A. Ferrer Valeiras c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ramiro Gordejuela Aguilar c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Fernando Conde Montero-Ríos c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Casimiro Durán Gómez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Carlos Martínez-Pedrayo García c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Alfonso Zulueta de Haz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Crespo Iglesias c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Antonio Gil Sotres c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

	Juan Ramón Iglesias Álvarez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Manuel García Camiña c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Heriberto López Salgado c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Juan José Rodríguez de la Torre c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Management Committee

General Director:	Julio Fernández Gayoso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Executive Deputy General Director – Control Division:	Luis Carrera Pásaro c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Deputy Directors

Director for the Pontevedra Territory:	Serafin Quinteiro Blanco c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Internal Coordination Division:	Oscar N. Rodríguez Estrada c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Commercial Division:	Gregorio Gorriarán Laza c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Financial Division:	Ángel López-Corona Davila c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Ourense Territory:	Alfonso Cortés Castañera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Support of General Director:	José Luis Pego Alonso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

General Sub-Directors

Director for Branches and Foreign Markets:	Juan González Vidal c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Human Resources:	Juan González Portas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Technology:	Antonio M. Gómez Rivera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Commercial Activities:	Domingo González Mera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Sub-Directors

Director for Commerce:	Isaac Alberto Míguez Lourido c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Capital Markets:	María Victoria Vázquez Sacristán c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Obra Social:	Guillermo Brea Vila c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Director for International:	Dolores Montero Vilariño c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Investment Management:	José González Rodríguez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Auditing:	Miguel Ángel Echarren Chasco c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Director's Secretary:	Antonio Carrera Domínguez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Securities and Control:	José María Montalvo Moreno c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Administration of the Ourense Territory:	Amadeo Rodríguez Piñeiro c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Financial Control:	Pedro Izquierdo Pereda c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for the Territory of Pontevedra:	Manuel Soage Loira c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

Technical Director:	José M. Collazo Leal c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
Director for Risk Administration and Control:	Roberto Rodríguez Moreira c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
General Manager, Miami Agency:	Juan Carlos Fontan c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

MIA1 #1108159 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 CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA Savings Bank on September 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.



[Signature]
NOTARY PUBLIC

(Coat of Arms)
BANK OF SPAIN

(25 Pta. Fiscal Stamp)

3X5390169

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

CERTIFY: That CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA, is shown as being registered in the Special Register for People's Savings Banks, under code number 2080, with a company domicile at 1 and 3, Avenida Garcia Barbón, in Vigo (Pontevedra).

That CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA is legally constituted and organized as a fully operative credit entity for the development of activities that are customary for this type of entity and is supervised by the Bank of Spain.

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

(Signature) (Illegible)

(Circular Stamp)

BANK OF SPAIN
COMPANIES AND BYLAWS REGISTRY
MADRID

(Oblong stamp)

I, JOSÉ LUIS PRIETO FENECH, A
NOTARY BELONGING TO THE
ILLUSTRIOUS COLLEGE, OF LA
CORUÑA and domiciled in VIGO
CERTIFY:
That this photocopy is a true and
correct reproduction of the original
thereof, which I have examined.
Vigo, on SEPTEMBER 14, 2001

(Stamps)

25 ptas.

0.15 Euros

SEAL OF LEGITIMIZATION
AND LEGALIZATION
NOTARIAL COLLEGE

(Notarial Seal)

FAITH ABOVE ALL

A0910847

(Overlaid Seals)

NOTARY OFFICE OF
MR. JOSÉ LUIS PRIETO
FAITH ABOVE ALL

Public Notarial Validity

(Dark Seal)

(Public Notarial Witnessing)

GENERAL COUNCIL OF
SPANISH NOTARIES

European Notaries

FAITH ABOVE ALL

0011320653

(Fiscal Stamp)

25 ptas.

0.15 Euros

SEAL OF LEGITIMIZATION
AND LEGALIZATION
Twenty-five Pesetas
NOTARIAL COLLEGE

(Notarial Seal)

(Date Stamp)

FAITH ABOVE ALL September 14, 2001

A46108180

(Dark Seal)

(Public Notarial Witnessing)

GENERAL COUNCIL OF
SPANISH NOTARIES

FAITH ABOVE ALL

0011452691

(Underlying Seal)

{ILLUSTRIOUS} NOTARIAL
{COLLEGE} OF LA CORUÑA

(Illegible) and Apostilles

FAITH ABOVE ALL

DEAN

(Two Signatures – illegible)

Apostille (or sole legalization)

(The Hague Convention of October 5, 1961)

(Royal Decree 2433/1978, of October 2)

1. Country: Spain
This public document
2. Was signed by MR. JOSE LUIS PRIETO
FENECH---
3. Acting as a Notary. -----
4. It is sealed/stamped with the stamp of his
Notarial Office

CERTIFIED

5. In VIGO -----6. On September 14, 2001
7. By MR. GERARDO GARCÍA-BOENTE
SÁNCHEZ,
8. Dean of the Illustrious Notarial College of La
Coruña
9. With the number ...2600 -----

(Signed) (Illegible)

3X5390169

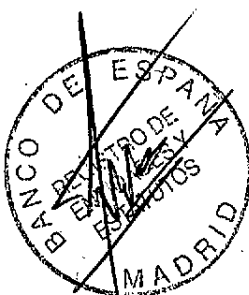


FERNANDO VARGAS BAHAMONDE, JEFE DE LA OFICINA DE INSTITUCIONES FINANCIERAS:

CERTIFICO: Que CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA figura inscrita en el Registro de Especial de Cajas Generales de Ahorro Popular, con número de codificación 2080 y domicilio social en Avenida García Barbón, 1 y 3 de Vigo (Pontevedra).

Que CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA está legalmente constituida y organizada como entidad de crédito plenamente operativa para el desarrollo de las actividades propias de ese tipo de entidades y supervisada por el Banco de España.

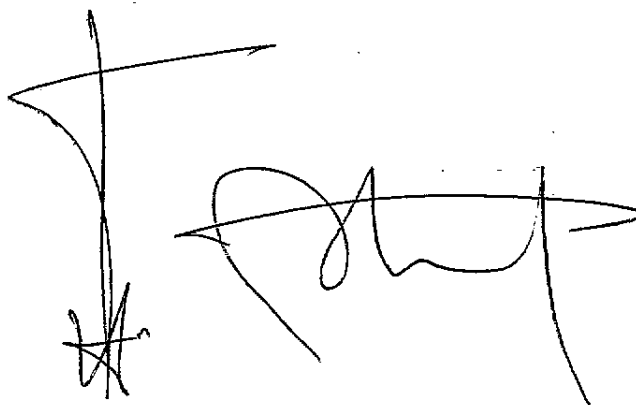
Y para que así conste y surta efectos donde convenga, expido la presente, en Madrid, a cinco de septiembre de dos mil uno.



YO, JOSÉ LUIS PRIETO FENECH, NOTARIO DEL
ILUSTRE COLEGIO DE A. CORUÑA con residencia en VIGO,
DON FE

Que la presente fotocopia coincide con su original
que tengo a la vista y el que me acompaña.

Vigo, a 14 SEPTIEMBRE 2001



Apostille (o legalización única)
(Convention de La Haye du 5 octobre 1961)
(Real Decreto 2433/1978, de 2 de octubre)

1. País: España.

El presente documento público

2. Ha sido firmado por DON JOSÉ LUIS PRIETO -
FENECH. -----

3. Actuando en calidad de Notario. -----

4. Se halla sellado/timbrado con el de su Notaría.

CERTIFICADO

5. En VIGO ----- 6. El 14-Setiembre-2.001

7. Por DON GERARDO GARCÍA-BOENTE SÁNCHEZ,
Decano del Ilustre Colegio Notarial de
La Coruña. -----

8. Con el número 7.600. - -----

