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Communication



Office of Financial
Regulation

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DATE: August 12, 2003

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

FROM: David N. Devick, Office of Financial Regulation *D. Devick*

SUBJECT: Application by Bancolombia, S.A. for an Agency Office in Miami, Florida

Please file the attached Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced institution. Bancolombia, S.A. was approved by this Office to establish an Agency Office in Florida on April 11, 2003.

Please return the certified copy to:

Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Attached is a \$78.75 check representing payment of the applicable fees. If there is an underpayment, please contact Mr. Randall at (305) 379-9142. If there is an overpayment, please issue a refund to Shutts & Bowen LLP.

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

/dd

Attachment

**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. Bancolombia S.A.

(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 present.)

2. Republic of Colombia

(State or country under the law of which it is incorporated)

3. 98-0401297

(FEI number, if applicable)

4. January 27, 1945

(Date of incorporation)

5. Perpetual

(Duration: Year Corp. will cease to exist)

6. Upon qualification.

(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. Calle 50, No. 51-66, Medellin, Colombia

(Principal office address)

Same as above

(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: **Corporation Company of Miami**

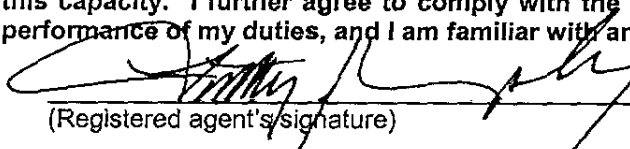
Office Address: **201 S. Biscayne Boulevard, Suite 1600**

Miami, Florida 33131

(City) (State) (Zip)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service or 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)

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 law of which it is incorporated.

12. Names and addresses of officers and/or directors: See Annex 1

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President

Address:

Vice President:

Address:

Secretary:

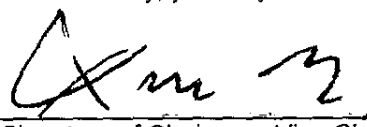
Address:

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. GONZALO TORO BRIDGE – Corporate & International Vice President

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

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ANNEX 1

A. DIRECTORS

Principals

Nicanor Restrepo Santamaría – Chairman
Carlos Enrique Piedrahíta Arocha
Juan Manuel Ruiseco Vieira
José Alberto Vélez Cadavid
Ricardo Sierra Moreno

Alternates

— Luis Mariano Sanín Echeverri
— Héctor Arango Gaviria
— Germán Botero Arango
— Juan Sebastián Betancur Escobar
— Federico Echavarría Restrepo

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B. OFFICERS

Jorge Londoño Saldarriaga
Federico Ochoa Barrera
Gonzalo Toro Bridge
Jaime Alberto Velasquez Botero
Leonardo Hincapié Naranjo
Luis Fernando Montoya Cusso
Gabriel Jaime Agudelo Tobon
Santiago Perez Moreno
Jairo Burgos de la Espriella
Hernan Dario Ramirez Giraldo
Leonardo Uribe Correa

— President
— Executive Vice President of Services
— Vice President Corporate and International
— Vice President Finance
— Vice President Risk
— Vice President Operations
— Vice President Services and Technology
— Vice President Private Banking
— Vice President Human Resources
— Vice President and General Auditor
— Vice President and Corporate Secretary

Address for all Officers and Directors:

Calle 50, No. 51-66
Medellin, Colombia

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CERTIFICATE OF LEGAL EXISTENCE AND REPRESENTATION

Logo
Superintendency of Banking of Colombia

The undersigned, Secretary General, Deputy, by virtue of the powers conferred on him under Article 332 Number 1, Letter C) of the "Estatuto Orgánico del Sistema Financiero", consistent with Article 01 of Resolution 134 dated February, 2003 from the Superintendency of Banking, hereby

CERTIFIES

NAME: BANCOLOMBIA, S.A.

It may also operate with the name of BANCO DE COLOMBIA, S.A.

LEGAL NATURE: Private Commercial Corporation

INCORPORATION AND AMENDMENTS: Public Deed No. 388 dated January 24, 1945, First Notary's Office of Medellín, Antioquia.

ARTICLES OF INCORPORATION: September 19, 1944, approved by the Superintendency of Banking on December 9 of same year under the name of BANCO INDUSTRIAL COLOMBIANO.

Public Deed No. 527 dated March 2, 1995 of 25th Notary's Office of Medellín, Antioquia. The change of name is legalized and the Bank will be called BANCO INDUSTRIAL COLOMBIANO, S.A. and will be also known with the acronym "BIC S.A."

Public Deed No. 633 dated April 3, 1998 of 14th Notary's Office of Medellín, Antioquia. The agreement of merger pursuant to which BANCO INDUSTRIAL COLOMBIANO S.A. absorbs BANCO DE COLOMBIA, S.A. (name for 1997) is legalized, the latter is dissolved

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without liquidation (Official Letter S.B. 97052104 dated February 18, 1998). In addition, its name is changed into BANCOLOMBIA, S.A. It may also be known with the name of BANCO DE COLOMBIA S.A.

Articles of Incorporation No. 1, September 19, 1944. Its term will be until December 08, 2044.

OPERATION LICENSE: Certificate SB dated April 11, 1945.

LEGAL REPRESENTATION: The legal representation, in court and out of court, corresponds to the President, Vice Presidents and Directors of the Legal Unit, who may act jointly or separately. In the absolute or interim absence of the President and Vice Presidents, the members of the Board of Directors, in the order of their appointment, will have the legal representation of the Bank. Within the scope of their competence, the Regional and Zone Managers will also have the legal representation. Besides, Branch Office Managers, will have the legal representation on business of their offices. (Public Deed No. 477, dated April 22, 2002, 14th Notary's Office of Medellín).

That the following persons appear in charge of the above positions, and therefore, they hold the legal representation of the bank:

NAME	IDENTIFICATION	POSITION
Jorge Londoño Saldarriaga Installation Date: 01/03/1996	C.C. 8280641	President
Gonzalo de Jesús Toro Bridge Installation Date: 12/01/1998	C.C. 71579251	Vice President of Business and International Banking
Federico Guillermo Ochoa Barrera Installation Date: 28/09/1998	C.C. 17199536	Executive Vice President

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NAME	IDENTIFICATION	POSITION
Juan Carlos Pulido Castro Installation Date: 06/12/2001	C.C. 80420590 —	East Zone Manager, Personal and Intermediate Banking, Bogotá Region
José Manuel Pérez Montoya Installation Date : 24/08/1998	C.C. 19166530 —	Manager of Personal and Intermediate Banking, Northern Region
Olga Lucía Seguro García Installation Date: 18/03/2002	C.C. 42876449 —	Manager of Personal and Intermediate Banking, Southwest Zone
Maria Nelly Echeverry Rojas Installation Date: 16/09/1998	C.C. 31946231 —	Manager of Personal and Intermediate Banking, Southern Region
Andres Puyo Mesa Installation Date : 27/10/1998	C.C. 98545111 —	West Zone Manager, Personal and Intermediate Banking, Bogotá and Sabana Region
Javier Humberto Alarcón Botero Installation Date: 04/07/2000	C.C. 8734296 —	North Zone Manager, Personal and Intermediate Banking, Northern Region
Alvaro Santofimio Torres Installation Date: 09/12/1998	C.C. 11293280 —	Manager, Neiva Zone
Alfredo Yáñez Carvajal Installation Date: 14/09/1998	C.C. 13223632 —	Manager Personal and Intermediate Banking, Central Region, Cúcuta Zone
Maria Cristina Arrastia Uribe Installation Date: 14/09/1998	C.C. 42887911 —	Manager Personal and Intermediate Banking, Antioquia Region
Héctor Ramón Borrego García Installation Date: 05/12/2000	C.C. 79340356 —	Ibague Zone Manager, Personal and Intermediate Banking, Central Region
Claudia Patricia Rueda Monsalve Installation Date: 02/09/1998	C.C. 63275595 —	Manager Personal and Intermediate Banking, Bogotá and Sabana Region, East Zone

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NAME	IDENTIFICATION	POSITION
Ana Maria Soucarre Viuche Installation Date: 02/09/1998	C.C. 41798972	Manager Personal and Intermediate Banking, Bogotá and Sabana Region, Industrial Zone
Augusto Javier Londoño López Installation Date: 24/08/1998	C.C. 10224484	Manager Personal and Intermediate Banking, Southern Region, Manizales Zone
Claudia Yaneth Carrasquilla Zapata Installation Date: 24/08/1998	C.C. 42089324	Manager Personal and Intermediate Banking, Southern Region, Pereira Zone
Alberto León Garcés Echeverri Installation Date : 03/09/1998	C.C. 70124901	Manager Personal and Intermediate Banking, Central Region, Central Zone
Liliana Rodríguez Jiménez Installation Date: 03/09/1998	C.C. 51900024	Manager Personal and Intermediate Banking, Bogotá and Sabana Region, Northern Zone
José Alejandro Guerrero Becerra Installation Date: 14/09/1998	C.C. 16690260	Corporate Manager, Bogotá Region
Hernando Suarez Soriano Installation Date: 14/09/1998	C.C. 91232089	Manager Personal and Intermediate Banking, Bucaramanga Zone, Central Region
Luis Fernando Montoya Cusso Installation Date: 24/06/1998	C.C. 70105086	Operations Vice President
Jaime Alberto Velásquez Botero Installation Date: 27/02/1997	C.C. 71597909	Financial Vice President
Delfín Pérez Esguerra Installation Date: 21/10/1999	C.C. 17177797	Zone Manager, Tunja, Central Region
Luis Carlos Amaya López Installation Date: 04/11/1999	C.C. 71604042	Regional Manager Business Banking Southern Region
Clara Inés González Saldarriaga	C.C. 43523768	Zone Manager, Barranquilla

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Installation Date: 16/06/1999

Sol Beatriz Jaramillo Tamayo
Installation Date: 29/10/1999

C.C. 42961642

Zone Manager Bogota and
Sabana Region

Leonardo de Jesús Hincapié
Naranjo
Installation Date: 20/02/1997

C.C. 8286582

Risk Vice President

Leonardo Uribe Correa
Installation Date: 17/02/1992

C.C. 8342818

Vice President , Secretary General

Guillermo Alberto García Cadena
Installation Date: 10/10/2002

C.C. 3229141

Director Legal Unit of Processes

Carlos Raúl Yepes Jiménez
Installation Date : 10/10/2002

C.C. 70560961

Director Legal Unit of Consultancy

Edgar Alba Zambrano
Installation Date: 28/11/2001

C.C. 19374695

Regional Manager Personal and
Intermediate Banking, Bogotá and
Sabana Region

José Rodrigo Arango Echeverri
Installation Date : 22/11/1996

C.C. 71612951

Regional Manager, Business
Banking, Antioquia

Jorge Andrés Isaza Betancur
Installation Date : 19/10/2001

C.C. 98543822

Manager Personal and Intermediate
Banking, Antioquia Region Zone
Two

Héctor Felipe Rojas Guzmán
Installation Date: 19/03/1999

C.C. 16677638

Regional Manager Personal and
Intermediate Banking, Central
Region

Gian Piero Celia Martínez Aparicio
Installation Date: 09/09/1996

C.C. 8736026

Regional Manager, Business
Banking, Northern Region

Gabriel Jaime Agudelo Tobon
Installation Date: 04/01/1999

C.C. 70050211

Technology Vice President

Herman Darío Ramírez Giraldo
Installation Date: 24/06/1998

C.C. 70102464

Vice President, General Auditor

Jairo Miguel De La Espriella
Installation Date: 24/06/1998

C.C. 79332327

Vice President of Human Resources
Management

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Jairo Zúñiga Escobar
Installation Date: 20/10/1998

C.C. 14971239

Manager Personal and Intermediate
Banking, Southern Region, Valle
Zone

Liliana Gaisano Muñoz
Installation Date: 12/07/1999

C.C. 32608444

Supermarkets Banking, Zone
Manager

Eduardo José Patitucci Suz
Installation Date: 12/07/1999

C.C. 13251748

Manager Personal and Intermediate
Banking, Northern Region, Northern
Zone

Iván Alberto Marín De León
Installation Date : 12/07/1999

C.C. 73107562

Manager Personal and Intermediate
Banking, Northern Region, Northern
Cartagena, Cordoba Zone.

Henry Yara Zarazo
Installation Date: 24/01/2000

C.C. 4407410

Manager of Northern Zone Personal
and Intermediate Banking,
Southern Region

Sandra González Saavedra
Installation Date: 12/07/1999

C.C. 31912525

Manager Personal and Intermediate
Banking, Southern Region,
Southern Zone

Luis Santiago Pérez Moreno
Installation Date: 16/05/1989

C.C. 79142419

Vice President Manager Personal
and Intermediate Banking, and
Pymes

Sergio José Saldarriaga Saldarriaga
Installation Date: 06/03/2003

C.C. 8353613

Manager of Peripheric Zone
Personal and Intermediate Banking,
Antioquia Region

Orlando Vasquez Bastidas
Installation Date: 28/05/1999

C.C. 19200280

Manager of Pasto Zone Personal
and Intermediate Banking,
Antioquia Region

German Antonio Leiton
Installation Date: 07/12/2001

C.C. 19274211

Manager of Central Zone Personal
and Intermediate Banking, Bogotá
Region

Bogotá, Monday June 7, 2003

Carlos Enrique Gil A.
Carlos Enrique Gil A.
TRADUCTOR E INTERPRETE OFICIAL
Licencia Minjusticia - Colombia
Res. 1705, 19 de Agosto de 1987

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Luis Fernando López Garavito
Secretary General, Deputy

Subject to Article 12 of Decree 2150/95 and authority issued by the Superintendency of Banking, by way of Circular Letter 20 dated February 20, 2003, the mechanical signature affixed on this text has full force and effect for all legal purposes.

TRANSLATOR'S CERTIFICATION

I, Carlos Enrique Gil A., Official Translator, Authorized by the Colombian Ministry of Justice pursuant to Resolution No. 1705 of August 19, 1987, hereby certify that I am fluent in English and Spanish, and that the above document is an accurate translation of the document attached entitled: Certificate of Legal Existence and Representation.

Carlos Enrique Gil A.
Carlos Enrique Gil A.
TRADUCTOR E INTERPRETE OFICIAL
Licencia Minjusticia - Colombia
Res. 1705. 19 de Agosto de 1987

Medellín, July 24, 2003.



Superintendencia Bancaria de Colombia

Superintendencia Bancaria de Colombia **CERTIFICA**

RAZON SOCIAL: BANCOLOMBIA S.A.

También podrá girar bajo la razón social **BANCO DE COLOMBIA S.A.**

NATURALEZA JURIDICA: Sociedad Comercial Anónima De Carácter Privado.

CONSTITUCION Y REFORMAS: Escritura Pública No 388 Enero 24 de 1945 de la notaría 1 de MEDELLIN (ANTIOQUIA) Acta de Organización del 19 de septiembre de 1944, aprobada por la Superintendencia Bancaria el 9 de diciembre del mismo año, bajo la denominación **BANCO INDUSTRIAL COLOMBIANO**.

Escritura Pública 527, Marzo 2 de 1995 de la Notaría 25 de MEDELLIN (ANTIOQUIA). Se protocoliza el cambio de razón social por "**BANCO INDUSTRIAL COLOMBIANO S.A.**", quien podrá utilizar la sigla "**BIC S.A.**".

Escritura Pública 633 Abril 3 de 1998 de la Notaría 14 de MEDELLIN (ANTIOQUIA). Se protocoliza el acuerdo de fusión por el cual el **BANCO INDUSTRIAL COLOMBIANO S.A.** absorbe al **BANCO DE COLOMBIA S.A.** (razón social para el año 1997), quedando este último disuelto sin liquidarse (oficio S.B. 97052104 del 18-02-1998) Así mismo, se modifica su denominación social por la de **BANCOLOMBIA S.A.** Además, también podrá girar bajo la razón social de **BANCO DE COLOMBIA S.A.**

Acta Organización No 1 Septiembre 19 de 1944. Su término de duración se extiende hasta el 8 de diciembre de 2044.

AUTORIZACION DE FUNCIONAMIENTO: Certificado S.B. Abril 11 de 1945

REPRESENTACION LEGAL: La representación legal, en juicio y extrajudicialmente, corresponde al Presidente, a los Vicepresidentes y a los Directores de Unidad Jurídica, quienes podrán actuar en forma conjunta o separada. En caso de falta absoluta o temporal del Presidente y de los Vicepresidentes, tendrán la representación legal del banco los miembros de la Junta Directiva en el orden de su designación. Dentro de la órbita de su competencia, también tendrán la representación legal del banco los Gerentes Regionales y de Zona. Además, los Gerentes de las Sucursales en cuanto a los negocios propios de las oficinas. (Escritura Pública No 477 de abril 22 de 2002 de la Notaría 14 de Medellín.).

Que figuran posesionados en los cargos antes citados y en consecuencia, ejercen la representación legal de la entidad, las siguientes personas:

NOMBRE	IDENTIFICACION	CARGO
Jorge Londoño Saldamiga	CC - 8280641	Presidente
Fecha de Posesión: 01/03/1996		
Gonzalo De Jesús Toro Bridge	CC - 71579251	Vicepresidente De Banca Empresarial E Internacional
Fecha de Posesión: 01/12/1998		
Federico Guillermo Ochoa Barrera	CC - 17199536	Vicepresidente Ejecutivo
Fecha de Posesión: 28/09/1998		

Continuación del certificado de existencia y representación legal de BC- BANCOLOMBIA S.A. Código 1-7

NOMBRE	IDENTIFICACION	CARGO
Juan Carlos Pulido Castro	CC - 80420590	Gerente De Zona Oriente Banca Personal E Intermedia Región Bogotá
Fecha de Posesión: 06/12/2001		
José Manuel Pérez Montoya	CC - 19166530	Gerente Banca Personal E Intermedia, Región Norte
Fecha de Posesión: 24/08/1998		
Olga Lucía Seguro García	CC - 32876449	Gerente Banca Personal E Intermedia Zona Suroccidente
Fecha de Posesión: 18/03/2002		
María Nelly Echeverry Rojas	CC - 31946231	Gerente Banca Personal E Intermedia, Región Sur
Fecha de Posesión: 16/09/1998		
Andrés Puyo Mesa	CC - 98545111	Gerente Zona Occidente De Banca Personal E Intermedia Región Bogotá Y Sabana
Fecha de Posesión: 27/10/1998		
Javier Humberto Alarcón Botero	CC - 8734296	Gerente De Zona Norte Banca Personal E Intermedia Región Norte
Fecha de Posesión: 04/07/2000		
Álvaro Santofimio Torres	CC - 11293280	Gerente Zona Neiva
Fecha de Posesión: 09/12/1998		
Alfredo Yáñez Carvajal	CC - 13223632	Gerente Banca Personal E Intermedia, Región Centro, Zona Cúcuta
Fecha de Posesión: 14/09/1998		
María Cristina Arrastía Uribe	CC - 42887911	Gerente Banca Personal E Intermedia, Región Antioquia
Fecha de Posesión: 14/09/1998		
Héctor Ramón Borrego García	CC - 79340356	Gerente De Zona Ibagué Banca Personal E Intermedia Región Centro
Fecha de Posesión: 05/12/2000		
Claudia Patricia Rueda Monsalve	CC - 83275595	Gerente Banca Personal E Intermedia, Región Bogotá Y Sabana, Zona Oriente
Fecha de Posesión: 02/09/1998		
Ana María Soucaré Viuche	CC - 41798972	Gerente Banca Personal E Intermedia Región Bogotá Y Sabana, Zona Industrial
Fecha de Posesión: 02/09/1998		
Augusto Javier Londoño López	CC - 10224484	Gerente Banca Personal E Intermedia, Región Sur Zona Manizales
Fecha de Posesión: 24/08/1998		
Claudia Yaneth Carrasquilla Zapata	CC - 42089324	Gerente Banca Personal E Intermedia, Región Sur Zona Pereira
Fecha de Posesión: 24/08/1998		
Alberto León Garcés Echeverri	CC - 70124901	Gerente Banca Personal E Intermedia Región Centro, Zona Central
Fecha de Posesión: 03/09/1998		
Liliana Rodríguez Jiménez	CC - 51900024	Gerente Banca Personal E Intermedia, Región Bogotá Y Sabana, Zona Norte
Fecha de Posesión: 03/09/1998		
José Alejandro Guerrero Becerra	CC - 16690260	Gerente Corporativo Región Bogotá
Fecha de Posesión: 14/09/1998		
Hernando Suárez Sorzano	CC - 91232089	Gerente Banca Personal E Intermedia, Zona Bucaramanga Región Centro
Fecha de Posesión: 14/09/1998		