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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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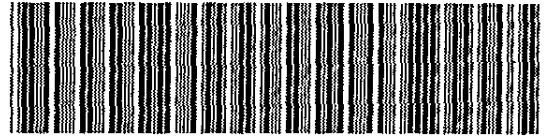
(Business Entity Name)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FirstBank Puerto Rico
(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:

Carmen Gabriella Szendrey Ramos
(Name of Person)

FirstBank Puerto Rico
(Firm/Company)

1519 Ponce de Leon Avenue
(Address)

San Juan, Puerto Rico 00910
(City/State and Zip code)

For further information concerning this matter, please call:

Carmen G. Szendrey Ramos at (787) 729-8117
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION



**In Re: Application by FirstBank Puerto Rico,
Santurce, Puerto Rico, for Authority to Open
an International Bank Agency to be Located
in Coral Gables, Miami-Dade County,
Florida**

Admin. File No. 0131-B-6/04

FINAL ORDER OF APPROVAL

On July 6, 2004, pursuant to Section 663.05, Florida Statutes, the Director for the Office of Financial Regulation ("OFR") issued the attached Notice of Intent to Approve the above-referenced application. The applicant filed a written waiver of right to hearing on July 6, 2004.

Accordingly, it is ORDERED:

1. The application by FirstBank Puerto Rico, Santurce, Puerto Rico, for Authority to Open an International Bank Agency to be Located in Coral Gables, Miami-Dade County, Florida, is APPROVED, subject to satisfaction of the conditions contained in the Notice of Intent.

2. The applicant must satisfy the conditions of approval specified in the attached Notice of Intent. Until these conditions have been met, or if any interim development is deemed to warrant further action by the OFR, the Director reserves the right to alter, suspend, or withdraw approval.

OFFICE OF FINANCIAL REGULATION
TALLAHASSEE, FLORIDA

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Done and Ordered this 9th day of July, 2004, at Tallahassee, Florida.

Don Saxon

Don Saxon, Director
Office of Financial Regulation

NOTICE OF RIGHT TO APPELLATE REVIEW

ANY PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK, OFFICE OF FINANCIAL REGULATION, LEGAL SERVICES OFFICE, THE FLETCHER BUILDING, SUITE 526, 200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0379; AND A SECOND COPY, ACCOMPANIED BY THE FILING FEES PRESCRIBED BY SECTION 35.22(3), FLORIDA STATUTES, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 300 MARTIN LUTHER KING, JR. BLVD., TALLAHASSEE, FLORIDA 32399-1850, OR IN THE APPELLATE DISTRICT IN WHICH THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE FINAL ORDER TO BE REVIEWED.

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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 9th day of July, 2004 to Carman Gabriella Szendrey Ramos, Esquire, Executive Vice President and General Counsel, FirstBank Puerto Rico, 1519 Ponce de Leon Avenue, Stop 23, P.O. Box 9146, San Juan, Puerto Rico, 00908-0146.

Bruce Kuhse

Bruce Kuhse
Florida Bar #0308470
Assistant General Counsel
Division of Financial Institutions
Office of Financial Regulation
200 East Gaines St.
The Fletcher Building, Suite 526
Tallahassee, FL 32399-0379

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. FirstBank Puerto Rico
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Commonwealth of Puerto Rico 3. 66-0183103
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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. 1519 Ponce de Leon Avenue, San Juan, PR 00910
(Principal office address)

PO Box 9146, San Juan, PR 00908-0146
(Current mailing address)

8. Commercial Lending Facility
(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 Orlando

Office Address: 300 South Orange Avenue, Suite 1000

Orlando, Florida 32801-5403
(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.

CORPORATION COMPANY OF ORLANDO

By: Rod Jones

(Registered agent's signature)

Rod Jones, Esq., Vice President

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 business addresses of officers and/or directors: See Attachment 1.

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLERAS DE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carmen Gabriella Szendrey Ramos
(Signature of Director or Officer listed in number 12 of the application)

14. Carmen Gabriella Szendrey Ramos, General Counsel and Secretary of the Board of Directors
(Typed or printed name and capacity of person signing application)

Ángel Álvarez Pérez (President, Chairman and CEO)
Garden Hills
S-9 Jardín St.
Guaynabo, PR 00966

Annie Astor-Carbonell (Senior Executive Vice President and CFO)
Parque de Santa María
M-12 Rosa St.
San Juan, PR 00927

Sharee Ann Umpierre Catinchi (Director)
Villa Caparra
A St. #17
Guaynabo, PR 00966

Richard Reiss-Huyke (Director)
Piedra Hita Condominium, Apt. 6B
Santiago Iglesias #69
Condado, PR 00907

José Teixidor (Director)
Villa Caparra
9 Ramón Mimoso St.
Guaynabo, PR 00966

José Julián Álvarez-Bracero (Director)
Las Américas
988 Quito St.
Río Piedras, PR 00921

Jorge L. Díaz Irizarry (Director)
San Patricio
4 Mora St.
Guaynabo, PR 00966

José Luis Ferrer Canals (Director)
Estancias Reales
114 Princesa Cristina
Guyanabo, PR 00969

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TALLAHASSEE, FLORIDA

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José Menéndez Cortada (Director)
30 Dorado Beach East
Dorado, PR 00646

Luis M. Beauchamp (Senior Executive Vice President and Chief Lending Officer)
San Francisco
1678 Geranio St.
San Juan, PR 00927

Randolfo Rivera-Sanfeliz (Executive Vice President)
Tierra Alta II
P-12 Las Palomas
Guaynabo, PR 00969

Aurelio Alemán (Executive Vice President)
Monte Alvernia
Vía San Pablo 4
Guaynabo, PR 00969

Fernando L. Batlle (Executive Vice President)
Paseo San Juan
G-4 Las Palomas
San Juan, PR 00927

Dacio A. Pasarell (Executive Vice President)
Parque San Ignacio
Street 1 #A-38
San Juan, PR 00921

**Carmen G. Szendrey-Ramos (Senior Vice President, General Counsel and Secretary
of the Board of Directors)**
Santa María
Orquídea 1909
San Juan, PR 00927

SECRETARÍA DE ESTADO
FALLAS DE EJECUCIÓN

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COMMONWEALTH OF PUERTO RICO
COMMISSIONER OF FINANCIAL INSTITUTIONS

CERTIFICATE OF GOOD STANDING

This is to certify that according to our records

-- FIRSTBANK PUERTO RICO --

is authorized to operate under the dispositions of Act Number 55 of May 12, 1933, known as "Puerto Rico Banking Law", and as such is in good standing with this office.

In witness whereof, I have
Hereunto set my hand and
Seal at the City of San Juan,
Puerto Rico, this 16 day of
April, 2000.

Antonio Salvá
Deputy Commissioner

