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| PROFIT CORPORATION ANNUAL REPORT 1999 | |  FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS | |
| DOCUMENT # F95000003113 | | | |
| 1. Corporation Name BANCO BANDEIRANTES, S.A. | | | |
| Principal Place of Business 2 S. BISCAYNE BLVD. STE 2680 MIAMI FL 33131 OC | | Mailing Address 2 S. BISCAYNE BLVD. STE 2680 MIAMI FL 33131 OC | |
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25 | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30 | |
| 9. Name and Address of Current Registered Agent VAZQUEZ-BELLO, CLEMENTE L ESQ. 2 S. BISCAYNE BLVD. STE 2680 MIAMI FL 33131 | | 10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code | |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. | | | |
| SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE | | | |
| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE D <input type="checkbox"/> DELETE NAME GUIMARAES-NETO, FAUSTO VAZ STREET ADDRESS RUA BOA VISTA, 162 SAO PAULO CITY-ST-ZIP SP 01014 BR | | 1.1 TITLE P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME TRAGUELHO, CARLOS PRIETO 1.3 STREET ADDRESS RUA BOA VISTA, 162 1.4 CITY-ST-ZIP SAO PAULO, SP 01014 BRAZIL | |
| TITLE D <input type="checkbox"/> DELETE NAME BARTELS, RICARDO J STREET ADDRESS RUA BOA VISTA, 162; SAO PAULO CITY-ST-ZIP S.P. 01014, BRAZIL | | 2.1 TITLE V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2.2 NAME ALMEIDA PORTO, ANTONIO M S 2.3 STREET ADDRESS RUA BOA VISTA, 162 2.4 CITY-ST-ZIP SAO PAULO, SP 01014 BRAZIL | |
| TITLE S <input checked="" type="checkbox"/> DELETE NAME PEREIRA, NEWTON G STREET ADDRESS RUA BOA VISTA, 162; SAO PAULO CITY-ST-ZIP S.P. 01014, BRAZIL | | 3.1 TITLE S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME PALADINI, ROBERTO L 3.3 STREET ADDRESS 280 PARK AVENUE, 38th Fl 3.4 CITY-ST-ZIP NEW YORK, NY 10017 USA | |
| TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP | | 4.1 TITLE D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 4.2 NAME MORAES, ANTONIO GERALDO T 4.3 STREET ADDRESS RUA BOA VISTA, 162 4.4 CITY-ST-ZIP SAO PAULO SP 01014 BRAZIL | |
| TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP | | 5.1 TITLE D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 5.2 NAME SIMMONDS, THOMAS PETER 5.3 STREET ADDRESS RUA BOA VISTA, 162 5.4 CITY-ST-ZIP SAO PAULO SP 01014 BRAZIL | |
| TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP | | 6.1 TITLE D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 6.2 NAME TOSTA DE SA, THOMAS 6.3 STREET ADDRESS RUA BOA VISTA, 162 6.4 CITY-ST-ZIP SAO PAULO, SP 01014 BRAZIL | |

SIGNATURE:

FAUSTO V. GUIMARAES NETO 4/9/99 (306) 577.0035
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)