

Inter-Office
Communication



Comptroller of Florida
Division of Banking

F96000001449

DATE: March 20, 1996

200001754002
-03/22/96--01018--020
*****70.00 *****70.00

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

FROM: *JP* John A. Pullen, Licensing and Chartering

200001754002
-03/22/96--01018--021
*****52.50 *****52.50

SUBJECT: New State-Licensed International Bank Agency
Office in Florida

Please file the attached "Application by Foreign Corporation for Authorization to Transact Business in Florida" (original and one copy) for Unibanco-Uniao de Bancos Brasileiros, S.A., using March 20, 1996, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
Suite 1401, The Capitol
Tallahassee, Florida 32399-0350

Also attached are two checks totaling \$122.50, which represent payment of the applicable fees. If you have any questions, please call me at 487-1410.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of International Banking

*Trans: - Unibank - Union of Brazilian Banks, S.A.
NR Same - see next page*

Hc 3/21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 1:28

MAR-21-98 THU 13:29

02/21/98 12:00 P.M. DEPT. OF STATE

P. 02



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 27, 1996

LOURDES SANTEIRO
GUNTER, YOKLEY, ET AL.
2 S. BISCAYNE BLVD., STE. 3400
MIAMI, FL 33131

The name UNIRANCO - UNIAO DE BANCOS BRASILEIROS, S.A. has been reserved for 120 days beginning February 27, 1996. The reservation number is 295000001038 and this reservation is NONRENEWABLE.

Prior to the expiration of the 120 day reservation period, applicants for proposed financial institution names must file with the Department of Banking and Finance, Division of Banking, the Capitol, Suite 1401, Tallahassee, FL 32399-0350, an application or other required notice to file either a de novo institution, a name change of an existing state chartered institution, an international banking corporation or a conversion of a federally or nationally chartered institution.

Applications or other required notices submitted to the Department of Banking should include proof of reservation of the proposed name with the Department of State. Upon receipt of such application or notice, the Department of Banking will send notification of receipt to the Department of State who will then hold the proposed name pending completion of the application process.

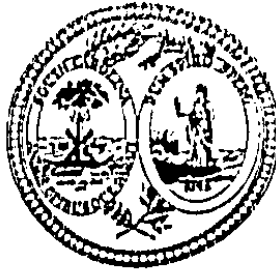
Should you have any question regarding this matter, please telephone (904) 488-9000.

Trevor Brunbley
Senior Clerical Supervisor

Letter Number: 796A00008492

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

The State of South Carolina



SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 PM 1:05

Office of Secretary of State Jim Miles **Certificate of Incorporation, Nonprofit Corporation**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

ODYSSEY EXPEDITIONS, INC.,

a nonprofit corporation duly organized under the laws of the state of South Carolina on **December 28th, 1995**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose.

Now, therefore, I Jim Miles, Secretary of State, by virtue of the authority in me vested, by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great Seal of
the State of South Carolina this 11th day of
January, 1996.



Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

ROBERT P. MILLIGAN
COMPTROLLER OF FLORIDA

DOCKETED
DIVISION OF BANKING

March 18, 1996

MAR 18 1996
NO. 96-29
BY: RR

Board of Directors
Unibanco-Uniao de Bancos Brasileiros, S.A.
c/o Robert E. Mannion, Esquire
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1202

Dear Members of the Board:

Re: Application by Unibanco-Uniao de Bancos Brasileiros, S.A.,
Sao Paulo, Brazil, to Establish an International Bank Agency
Office Located at 701 Brickell Avenue, Suite 1250, Miami, FL.

The application by Unibanco-Uniao de Bancos Brasileiros, S.A.
(Unibanco) to establish an international bank agency office in
Miami, Florida, meets the requirements of Chapter 663, Florida
Statutes. Accordingly, the application is hereby approved.

Unibanco may operate the proposed agency subject to the following
conditions:

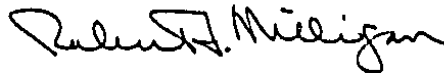
- (1) That the Board of Governors of the Federal Reserve
System approve a similar application within twelve (12)
months of the date of this Order.
- (2) That background checks on the six principals of
Unibanco's management team identified in the
Department's February 14, 1996, letter to Robert E.
Mannion reveal no adverse findings.

A Certificate of Authority authorizing Unibanco to operate an
international bank agency office in Miami, Florida will be forwarded
to you as soon as we receive a certified copy of the Application by
Foreign Corporation for Authorization to Transact Business in
Florida from the Florida Department of State.

Board of Directors
Unibanco-Uniao de Bancos Brasileiros, S.A.
Page Two

If you have any questions, please contact the Division of Banking -
Licensing and Chartering at (904) 487-1410.

Sincerely,



Robert F. Milligan

RFM/cjp

Enclosure

cc: Robert E. Mannion, Esquire
Federal Deposit Insurance Corporation, Atlanta, Georgia
Federal Reserve Bank of Atlanta, Atlanta, Georgia
Regional Administrator of National Banks, Atlanta, Georgia
Florida Department of State, Bureau of Corporations
Bureau of International Banking
Information Office, Office of Comptroller

RECEIVED
COMPTROLLER'S OFFICE
CASHIER'S OFFICE

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUB-
MITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. UNIBRANCO - União de Bancos Brasileiros S.A.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Federative Republic of Brazil
(State or country under the law of which it is incorporated)
3. January 3rd, 1990
(Date of Incorporation)
4. Indeterminate
(Duration)
5. 13-3035215
(Federal Employer Identification number, if applicable)
6. The Applicant has not yet transacted business in Florida.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Avenida Eusébio Matoso, 891, São Paulo, SP, Brazil, 05423-901
(Current mailing address)
8. Banking
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:
 - A. Directors: ("Conselho de Administração").
Chairman: Roberto Konder Bornhausen
Address: Av. Eusébio Matoso, 891, 4th floor, São Paulo, SP, Brazil,
05423-901
 - Vice Chairman: Pedro Moreira Salles
Address: Av. Eusébio Matoso, 891, 4th floor, São Paulo, SP, Brazil,
05423-901
 - Director: Israel Vainboim
Address: Av. Eusébio Matoso, 891, 4th floor, São Paulo, SP, Brazil,
05423-901
 - Director: Tomas Tomislav Antonin Zinner
Address: Av. Eusébio Matoso, 891, 4th floor, São Paulo, SP, Brazil,
05423-901

(Please see continuation in Attachment A)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 1:28

B. Officers: ("Diretoria Executiva")

President: Tomas Tomislav Antonin Zinner

Address: Av. Eusébio Matoso, 891, 4th floor, São Paulo, SP, Brazil,
05423-901

Vice President: please see Attachment B

Address: _____

Secretary: please see Attachment B

Address: _____

Treasurer: please see Attachment B

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System

Office Address: 8751 West Broward Boulevard

Plantation

Florida 33324

Zip Code

11. 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: _____

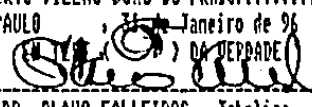
Kevin J. Gallagher
Kevin J. Gallagher, Ast. Vice-President

31 JAN 1996
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.

13. Adalberto de Moraes Schetttert Gilberto Villas Boas do Prado
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Executive Vice President Director Executive Director

(Name and capacity of person signing application)

19 TABELIONATO DE NOTAS DE SAO PAULO
TABELIAO FALLEIROS
Av. Reboucas, 3.749 Fone: 815.9855 - SP
RECONHECO POR SEMELHANCA As FIRMAS DE:
ADALBERTO DE MORAES SCHETTERI.....
GILBERTO VILLAS BOAS DO PRADO.....
SAO PAULO, 31 de Janeiro de 96

DR. OLAVO FALLEIROS - Tabeliao
Emolumentos + Custas = R\$ 0.76(Unit)
009540/00852430295256-1

**Attachment A to the Application by Foreign
Corporation for Authorization to Transact Business in Florida**

Director: Gabriel Jorge Ferreira
Address: Av. Eusébio Matoso, 891, 4th floor,
São Paulo, SP, Brazil, 05423-901.

Director: Rony Castro de Oliveira Lyrio
Address: Rua da Quitanda, 86, 5th floor,
Rio de Janeiro, RJ, 20091-000

Attachment B to the Application by Foreign Corporation for Authorization to Transact Business in Florida

EXECUTIVE OFFICERS - (*Diretoria Executiva*)

<p>Tomas Tomislav Antonin Zinner</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>President Director</p>
<p>Adalberto de Moraes Schettert</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (Administration)</p>
<p>Carmo Tuffy João</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (Credit & Risk Management)</p>
<p>César Augusto Sizenando Silva</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (Treasury)</p>
<p>Fernando Barreira Sotelino</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (International & Investment Banking)</p>
<p>Joaquim Francisco de Castro Neto</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (Retail Banking)</p>
<p>José Carlos Madia de Souza</p> <p>Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Vice President Director (Private Banking)</p>

Luiz Eduardo Ferreira Pinto Lima Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901	Executive Vice President Director (Real Estate)
Paulo Sérgio Bravo de Souza Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901	Executive Vice President Director (Human Resources & Technology)
Ricardo Cimini Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901	Executive Vice President Director (Corporate Upper Market)
Danilo Mussi Cardozo Mansur Address: Av. Eusébio Matoso, No. 891, 4th floor, São Paulo, SP, Brazil, 05423-901	Executive Managing Director (Corporate Middle Market)
Aldo José Faccin Address: Av. Eusébio Matoso, No. 891, 2nd floor, São Paulo, SP, Brazil, 05423-901	Executive Director
Alvaro Sérgio Enes do Vale Address: Rua do Ouvidor, No. 91, 5th floor, Rio de Janeiro, RJ, Brazil, 20040-030	Executive Director
Antonio Carlos Germano Santos Address: Rua 07 de Setembro, No. 48, Rio de Janeiro, RJ, Brazil, 20050-000	Executive Director
Celso Scaramuzza Address: Av. Eusébio Matoso, No. 891, 8th floor, São Paulo, SP, Brazil, 05423-901	Executive Director

<p>Gilberto Villas Boas do Prado</p> <p>Address: Av. Eusébio Matoso, No. 891, 3rd floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Director</p>
<p>João Carlos Perez</p> <p>Address: Av. Eusébio Matoso, No. 891, 2nd floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Director</p>
<p>Klaus Adelman</p> <p>Address: Rua Marechal Floriano Peixoto, No. 170, 6th floor, Curitiba, Paraná, 80020-090</p>	<p>Executive Director</p>
<p>Orestes Hypólito</p> <p>Address: Av. Eusébio Matoso, No. 891, 2nd floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Director</p>
<p>Takeshi Watanabe</p> <p>Address: Rua Padre João Manoel, No. 40, 2nd floor, São Paulo, SP, Brazil, 01411-000</p>	<p>Executive Director</p>
<p>Wilhelm August Peter Zeize</p> <p>Address: Av. Eusébio Matoso, No. 891, 21st floor, São Paulo, SP, Brazil, 05423-901</p>	<p>Executive Director</p>



MINISTÉRIO DA INDÚSTRIA E DO COMÉRCIO
DEPARTAMENTO NACIONAL DE REGISTRO NO COMÉRCIO

639.347/96-4 RDC
CERTIDÃO SIMPLIFICADA
SISTEMA NACIONAL DE REGISTRO NO COMÉRCIO

CERTIFICAMOS QUE AS INFORMAÇÕES ABAIXO E/OU NO VERSO CONSTAM DOS DOCUMENTOS
ARQUIVADOS NESTA JUNTA COMERCIAL

01 ORIGEM EXPEDIDOR

JUNTA COMERCIAL DO ESTADO DE SÃO PAULO

02 NOME COMERCIAL

UNIBANCO - UNIÃO DE BANCOS BRASILEIROS S.A.

☒ MATRIZ

☐ FILIAL

☐ ECTRANGEIRA

03 ENDEREÇO COMPLETO (LOGRADOURO/RUA/N.º/COMPLEMENTO/BAIRRO/MUNICÍPIO)

AV. EUSEBIO MATOSO Nº 891 - SÃO PAULO-SP

04 OBJETO SOCIAL

A sociedade tem por objeto as operações e os serviços inclusive câmbio, permitidos aos bancos comerciais de depósito, podendo, também, participar de outras sociedades na forma das disposições legais e regulamentares aplicáveis.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 1:28

05 CAPITAL SOCIAL (VALOR EM G\$ E POR EXTENSO)

R\$ 888.048.437,01

06 INÍCIO DA ATIVIDADE

27.05.67

07 TIPO

☒ CIA ABERTA

☐ CIA FECHADA

08 PRAZO DE DURAÇÃO

INDETERMINADO

09 N.º E DATA DO NIIC

35 3 00102771 13.05.83

10 CGC/MF

33.700.394/0001-40

11 SÓCIOS/DIRETORES/PRAZO DO MANDATO/CARGO

NOME

PRAZO DO
MANDATO

CARGO

CONSELHO DE ADMINISTRAÇÃO

ROBERTO KONDER BORNHAUSEN
PEDRO MOREIRA SALLES
ISRAEL VAINBOIM
GABRIEL JORGE FERREIRA
TOMAS TOMISLAV ANTONIN ZINNER
RONY CASTRO DE OLIVEIRA LYRIO

3 anos Presidente
3 anos Vice-Presidente
3 anos Conselheiro
3 anos Conselheiro
3 anos Conselheiro
3 anos Conselheiro

DIRETORIA EXECUTIVA

TOMAS TOMISLAV ANTONIN ZINNER
ADALBERTO DE MORAES SCHEITERT
CARMO TUFFY JOÃO
CESAR AUGUSTO SIZENANDO SILVA
FERNANDO BARREIRA SOTELIHO
JOAQUIM FRANCISCO DE CASTRO NETO
JOSE CARLOS MADIA DE SOUZA
LUIZ EDUARDO FERREIRA PINTO LIMA
PAULO SÉRGIO BRAVO DE SOUZA

abril/96 Dir. Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente
abril/96 Dir. Vice-Presidente

INFORMAÇÕES COMPLEMENTARES

DIRETORIA EXECUTIVA (cont.)

RICARDO CIMINI	abril/96	Dir.Vice-Presidente
DANILO MUSSI CARDOZO MANSUR	abril/96	Dir.Exec.Coordenador
ALDO JOSE FACCIN	abril/96	Dir.Executivo
ALVARO SIERGIO ENES DO VALE	abril/96	Dir.Executivo
ANTONIO CARLOS GERMANO SANIOS	abril/96	Dir.Executivo
CELSE SCARAMUZZA	abril/96	Dir.Executivo
GILBERTO VILLAS BOAS DO PRADO	abril/96	Dir.Executivo
JOÃO CARLOS PEREZ	abril/96	Dir.Executivo
KLAUS ADELMANN	abril/96	Dir.Executivo
ORESTES HYPOLITO	abril/96	Dir.Executivo
TAKESHI WATANABE	abril/96	Dir.Executivo
WILHELM AUGUST PETER ZEISE	abril/96	Dir.Executivo

CONSELHO CONSULTIVO

ROBERTO KONDER BORNHAUSEN	abril/96	Presidente
PEDRO MOREIRA SALLES	abril/96	Vice-Presidente
GUILHERME AFFONSO FERREIRA	abril/96	Vice-Presidente
ALEX HARRY HAEGLER	abril/96	Conselheiro
ARNO NOELLENBURG	abril/96	Conselheiro
BELLINI CUNHA	abril/96	Conselheiro
BENEDITO MENDES RIBEIRO	abril/96	Conselheiro
DARIO PAULO DE ALMEIDA MAGALHÃES	abril/96	Conselheiro
ERLING SVEN LORENTZEN	abril/96	Conselheiro
EXPEDITO LUZ	abril/96	Conselheiro
HILDEGARDO DE NORONHA FILHO	abril/96	Conselheiro
JOEL KORN	abril/96	Conselheiro
JOSE BENITO DE ANDRADE FILHO	abril/96	Conselheiro
JOSE VIEIRA MACHADO JUNIOR	abril/96	Conselheiro
OSVALDO BURGOS SCHIRMER	abril/96	Conselheiro
SILVIA MARIA AFFONSO FERREIRA	abril/96	Conselheiro
TAKESHI WATANABE	abril/96	Conselheiro
WILSON XAVIER	abril/96	Conselheiro

A TRADUÇÃO DESTE ORIGINAL CONSTA
DO LIVRO N.º 099, TRAD. N.º 7252
LS. 391.2393
DE CYNTHIA COWIE RIBEIRO
TRADUTORA PÚBLICA E INTERPRETE COMERCIAL
MAT. JUCESP N.º 436

PARA USO DA JUNTA COMERCIAL

13 RUBRICA DO INFORMANTE

14 LOCAL, DATA E ASSINATURA

São Paulo, 17/01/96. Eu, MARIA JOSE DA SILVA

_____, escriturário, a escrevi, conferi e assi-
no: _____, Eu, ELIENE BATISTA

DA SILVA, chefe da Seção de Certidões, a subs-
crevo: _____ VISTO, _____

_____, Secretário-Geral:



CYNTHIA COWIE RIBEIRO

Tradutora Pública e Intérprete Comercial
Public Certified Translator

MATRICULADA NA JUNTA COMERCIAL
DO ESTADO DE SÃO PAULO SOB
Nº 436 LIVRO Nº II - T.S. Nº 158

IDIOMA - INGLÊS
C.P.F. Nº 006.592.268-98

04532-070 - Rua Dr. João Clímaco Pereira, 93 - Cj. 6 - Fone: (011) 829-6447 - São Paulo - SP - Brasil

Tradução nº
Translation nº

7252

Livro nº
Book nº

099

Folhas
Pages

391

393

Certifico e dou fê, para os devidos fins, que nesta data, me foi apresentado um documento em
idioma .. PORTUGUÊS .. com a seguinte identificação .. CERTIDÃO SIMPLIFICADA ..

.....
o qual traduzo para o .. INGLÊS .., no seguinte teor

MINISTRY OF INDUSTRY AND COMMERCE
National Department of Trade Registration

No. 639.347/96-4 RDC
SIMPLIFIED CERTIFICATE
National System of Trade Registration

We hereby certify that the information below and/or overleaf
appears on the documents filed with this Commercial Registry.

01. Issuing Agency: COMMERCIAL REGISTRY OF THE STATE OF SÃO PAULO

02. Trade Name: UNIBANCO - UNIÃO DE BANCOS BRASILEIROS S.A.
[x] parent company [] branch [] foreign company

03. Full Address: Av. Eusébio Matoso, No. 891, São Paulo, SP

04. Corporate Purpose: the company has as its purpose
transactions and services, including those of exchange, permitted
to commercial banks, and may also participate in other companies
pursuant to the applicable legal and regulatory provisions.

05. Share Capital (amount in Cr\$ and in full): R\$888.048.437,01

06. Business Start-up: May 27, 1967

07. Type: [x] open company [] closed company

08. Term of Duration: indeterminate

09. NIRC No. and Date: 35 3 00102771, on May 13, 1983

10. General Taxpayer Registry No. CGC/MF: 33.700.394/0001-40

CYNTHIA COWIE RIBEIRO

TRADUTORA PUBLICA E INTERPRETE COMERCIAL
PUBLIC CERTIFIED TRANSLATOR

MAT. JUCESP Nº 436

Tradução nº

Translation n.º

7252

Lista nº

Book n.º

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Fls

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nº 392

11. Shareholders/Directors/Term of Office/Office:

Name	Term of Office	Office
------	----------------	--------

BOARD OF DIRECTORS

Roberto Konder Bornhausen	3 years	Chairman
Pedro Moreira Salles	3 years	Vice Chairman
Israel Vainboim	3 years	Board Member
Gabriel Jorge Ferreira	3 years	Board Member
Tomas Tomislav Antonin Zinner	3 years	Board Member
Rony Castro de Oliveira Lyrio	3 years	Board Member

EXECUTIVE OFFICERS

Tomas Tomislav Antonin Zinner	April/96	President Director
Adalberto de Moraes Schetttert	April/96	Vice President Director
Carmo Tuffy João	April/96	Vice President Director
Cesar Augusto Sizenando Silva	April/96	Vice President Director
Fernando Barreira Sotelino	April/96	Vice President Director
Joaquim Francisco de Castro Neto	April/96	Vice President Director
José Carlos Madia de Souza	April/96	Vice President Director
Luiz Eduardo Ferreira Pinto Lima	April/96	Vice President Director
Paulo Sérgio Bravo de Souza	April/96	Vice President Director

12. Additional Information

EXECUTIVE OFFICERS (continued)

Ricardo Cimini	April/96	Vice President Director
Danilo Mussi Cardozo Mansur	April/96	Executive Managing Director
Aldo José Faccin	April/96	Executive Director
Alvaro Sergio Enes do Vale	April/96	Executive Director
Antonio Carlos Germano Santos	April/96	Executive Director
Celso Scaramuzza	April/96	Executive Director
Gilberto Villas Boas do Prado	April/96	Executive Director
João Carlos Perez	April/96	Executive Director
Klaus Adelman	April/96	Executive Director
Orestes Hypolito	April/96	Executive Director
Takeshi Watanabe	April/96	Executive Director
Wilhelm August Peter Zeise	April/96	Executive Director

ADVISORY BOARD

Roberto Konder Bornhausen	April/96	Chairman
Pedro Moreira Salles	April/96	Vice Chairman
Guilherme Affonso Ferreira	April/96	Vice Chairman
Alex Harry Haegler	April/96	Board Member
Arno Noellenburg	April/96	Board Member
Bellini Cunha	April/96	Board Member
Benedito Mendes Ribeiro	April/96	Board Member

CYNTHIA COWIE RIBEIRO

TRADUTORA PÚBLICA E INTÉRPRETE COMERCIAL
PUBLIC CERTIFIED TRANSLATOR

MAT. JUCESP Nº 436

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Dario Paulo de Almeida	April/96	Board Member
Magalhães	April/96	Board Member
Erling Sven Lorentzen	April/96	Board Member
Expedito Luz	April/96	Board Member
Hildegardo de Noronha Filho	April/96	Board Member
Joel Korn	April/96	Board Member
José Bento de Andrade Filho	April/96	Board Member
José Vieira Machado Júnior	April/96	Board Member
Osvaldo Burgos Schirmer	April/96	Board Member
Silvia Maria Affonso Ferreira	April/96	Board Member
Takeshi Watanabe	April/96	Board Member
Wilson Xavier	April/96	Board Member

FOR COMMERCIAL REGISTRY USE

13. Information Provider's Initial: (rubber stamp)

14. Place, Date and Signature:

São Paulo, January 17, 1996. I, Maria José da Silva, clerk, have written, reviewed and signed it: (signed), I, Eliene Batista da Silva, head of the Certification Section, confirm it: (signed).

ATTESTED, __, General Secretary:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office, at São Paulo, this 29th day of January, 1996. My commission is for life.

Cynthia Cowie Ribeiro


Federative Republic of Brasil)
State of Sao Paulo)
City of Sao Paulo)
Consulate General of the)
United States of America)

SS:

**AMERICAN CONSULATE GENERAL
SAO PAULO, BRAZIL**

I, LINDA L. DONAHUE

Consul of the United States of America at Sao Paulo, in the State of
Sao Paulo, Federative Republic of Brazil, commissioned and
qualified, do hereby certify that, CYNTHIA COWIE RIBEIRO
whose signature and official stamp are respectively subscribed and
affixed to this document, was on the 29 th day of January
19 96, the day of the date thereof, a Public Sworn translator at
Sao Paulo, in the State of Sao Paulo, Federative Republic of Brazil.
In witness whereof I have hereunto set my hand and affixed the seal
of the Consulate General of the United States of America at Sao
Paulo on this 31 st day of January 19 96.


LINDA L. DONAHUE
CONSUL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 1:28



OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE
32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DOCKETED
DIVISION OF BANKING

October 22, 1996

F960000001449

OCT 22 1996

NO. 96-87

BY: RR

Board of Directors
Unibanco-Uniao de Bancos Brasileiros, S.A.
c/o Clemente L. Vazquez-Bello, Esquire
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400-One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131-1897

Dear Members of the Board:

Re: Application by Unibanco-Uniao de Bancos Brasileiros, S.A.
to Convert its International Agency Office Located in Miami,
Florida to an International Administrative Office

The application by Unibanco-Uniao de Bancos Brasileiros, S.A., to convert its international agency office located in Miami, Florida to an international administrative office meets the requirements of Chapter 663, Florida Statutes. Accordingly, the application is hereby approved.

This approval shall expire March 31, 1997. Any request for additional time to convert the office must be approved by the Department. A Certificate of Authority to operate the administrative office will be issued prior to your proposed conversion date.

Sincerely,

Robert F. Milligan

RFM/cjp

Enclosure

cc: Clemente L. Vazquez-Bello, Esquire
Federal Reserve Bank of Atlanta, Atlanta, Georgia
—Florida Department of State, Bureau of Corporations
Bureau of International Banking, Miami, Florida
Information Office, Office of Comptroller

*File
copy
ICB 10/28*

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

F96000001449

OUR FILE # MP# 109004.09000
WRITER'S ID# 05-206-6023
WRITER'S E-MAIL ADDRESS: abutari@gunster.com

September 8, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

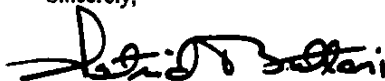
Re: UNIBANCO - UNIAO DE BANCOS BRASILEIROS S.A.

Dear Sir/Madam:

Enclosed, for filing, is a fully executed Statement of Change of Registered Agent and Registered Office for the above referenced Florida corporation. Also enclosed is a check in the amount of \$35.00 to cover your filing fees.

Please provide the undersigned with a Certificate of Registered Agent as filed in your office.

Sincerely,



Astrid Buttari
Corporate Legal Assistant

/ab
Enc.

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-09/12/97--01025--022
*****35.00 *****35.00

APPROVED
AND
FILED

97 OCT 14 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

One Biscayne Tower
Two South Biscayne Boulevard, Suite 3400 • Miami, FL 33131-1897
(305) 376-6000 Fax: (305) 376-6010 e-mail: clientservices@gunster.com
<http://www.gunster.com>

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

OK
F96000001449
EACH
10-10-97
408



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

GUNSTER, YOAKLEY, VALDES-FAULI, ET.AL.
% ASTRID BUTTARI
TWO SOUTH BISCAYNE BLVD., SUITE 3400
MIAMI, FL 33131-1897

SUBJECT: UNIBANCO - UNIAO DE BANCOS BRASILEIROS S.A.
Ref. Number: F960000U1449

We have received your document for UNIBANCO - UNIAO DE BANCOS BRASILEIROS S.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 797A00046642



GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

OUR FILE NUMBER: 16904.09000
WRITER'S DIRECT DIAL NUMBER: 305-376-6023
WRITER'S E-MAIL ADDRESS: abuttari@gunster.com

October 3, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: UNIBANCO - UNIAO DE BANCOS BRASILEIROS S.A.

Dear Sir/Madam:

Enclosed, for filing, is a fully executed Statement of Change of Registered Agent and Registered Office for the above referenced Florida corporation, together with a copy of your letter dated September 19, 1997 concerning the usage of a proper form. You are holding our check in the amount of \$35.00 covering the filing fee previously forwarded to you.

Please provide the undersigned with a Certificate of Registered Agent as filed in your office.

Sincerely,

Astrid Buttari
Corporate Legal Assistant

/ab
Enc.

One Biscayne Tower
Two South Biscayne Boulevard, Suite 3400 • Miami, FL 33131-1897
(305) 376-6000 Fax: (305) 376-6010 e-mail: clientservices@gunster.com
<http://www.gunster.com>

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

RECEIVED
97 OCT -9 AM 8:44
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation ^{qualified to do business} ~~organized~~ under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: UNIBANCO - UNIÃO DE BANCOS BRASILEIROS S.A.
2. The mailing address of the corporation is: 701 Brickell Avenue, Suite 2030
Miami, Florida 33131
3. Date of incorporation/qualification: 03/21/96 Document number: F96000001449
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Valdes-Fauli Corporate Services, Inc.
2 South Biscayne Boulevard, Suite 3400
Miami, Florida 33131

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

SERGIO ZAPPA

Executive Director

GILBERTO VILLAS BOAS DO PRADO

Executive Director

09/30/97

(Date)

(Printed or typed name and title)

09/30/97

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

(Signature of Registered Agent)

Raul E. Valdes-Fauli, President

(Date)

10/3/97

If signing on behalf of an entity:

VALDES-FAULI CORPORATE SERVICES, INC.

President

(Typed or Printed Name)

(Capacity)

APPROVED
AND
FILED

97 OCT 10 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA