



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.

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

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

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:

CF 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

(Printed or typed name and title)

09/30/97
(Date)

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