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P19502

Morgan, Lewis
& Bockius LLP

C O U N S E L O R S A T L A W

February 17, 1998

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-02/18/98--01037--003
*****35.00 *****35.00

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Statement of Change of Registered Agent for Corporations

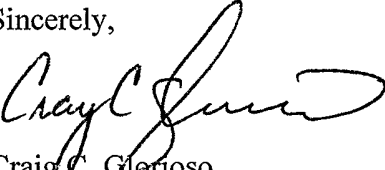
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find an original and copy the Statement of Change of Registered Agent for Corporations.

We have enclosed our firm's check for \$35.00 made payable to the Department of State. We ask that you return a stamped filed copy of the enclosed document to our attention. We have provided a self-addressed, stamped envelope for your convenience.

Should you have any questions, please contact me.

Sincerely,


Craig C. Glenoso
Paralegal

Enclosures

RA Chg.

MI01A/44228.1

VS FEB 19 1998

FILED
98 FEB 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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

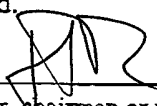
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the Country of Peru submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: **Banco Exterior de los Andes y de España, S.A.**
2. The mailing address of the corporation is: **701 Brickell Avenue, Suite 2650, Miami, Florida 33131**
3. Date of incorporation/qualification: **June 3, 1988** Document number: **P19502**
4. The name and address of the current registered agent and office:
Fernando A. Capablanca
701 Brickell Avenue, Suite 2650
Miami, Florida 33131
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Grisel Vega
701 Brickell Avenue, Suite 2650
Miami, Florida 33131

The street address of its registered agent 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)

Mr. Julio Rojas - Executive Vice President
(Printed or typed name and title)

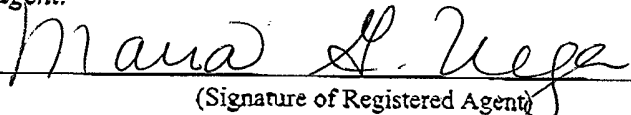
2-9-98

(Date)

February 9, 1998

(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)

1/30/98

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)