FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT **1996**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P22350 (3)

1. Corporation Name

BANCO BILBAO VIZCAYA, S.A.

Principal Place of Business

%MR. ALFONSO BALDA. SR. VP.
1 BISCAYNE TOWER #3301. 2 S. BISCAYNE BLVD
MIAMI FL 33131

Mailing Address

%MR. ALFONSO BALDA. SR. VP.
1 BISCAYNE TOWER #3301. 2 S. BISCAYNE BLVD
MIAMI FL 33131

3. Date Incorporated or Qualified: 12/29/1988
3a. Date of Last Report: 04/04/1995
4. FEI Number: 13-3491492 [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [X] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. **Name and Address of Current Registered Agent**

BALDA, ALFONSO
625 BILTMORE WAY PH. A
CORAL GABLES FL 33134

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 ______ DATE ______

12. OFFICERS AND DIRECTORS

TITLE	C	[ ] DELETE
NAME	DE YBARRA Y CHURRUCA, E.	
STREET ADDRESS	PLAZA SAN NICOLAS 4	
CITY-ST-ZIP	BILBAO, SPAIN	
TITLE	VC	[ ] DELETE
NAME	GURPIDE, JAVIER	
STREET ADDRESS	PLAZA SAN NICOLAS 4	
CITY-ST-ZIP	BILBAO, SPAIN	
TITLE	EMD	[ ] DELETE
NAME	~~URIARIE, P.L~~ URIARTE, P.L.	
STREET ADDRESS	PLAZA SAN NICOLAS 4	
CITY-ST-ZIP	BILBAO, SPAIN	
TITLE	SVP	[ ] DELETE
NAME	BALDA, ALFONSO	
STREET ADDRESS	625 BILTMORE WAY P H A	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VPC	[X] DELETE
NAME	GONZALEZ, J. M	
STREET ADDRESS	170 OCEAN LANE DR., #610	
CITY-ST-ZIP	KEY BISCAYNE FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	VPC.	[ ] Change [X] Addition
5.2 NAME	BENIFLAH, ELIAS J.	
5.3 STREET ADDRESS	2515 INDIAN MOUND TRAIL	
5.4 CITY-ST-ZIP	CORAL GABLES, FL. 33134	
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] J. MAXIMILIANO GONZALEZ 3/29/96 (305) 371-7544
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)