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Feb 26 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P32506 (8)
1. Corporation Name
BANCO UNION, S.A.C.A. CORPORATION

Principal Place of Business Mailing Address
TORRE GROUPO UNION, AVENIDA UNIVERSIDAD
ESQUINA EL CHORRO, PISO 21
CARACAS, VENEZUELA TORRE GROUPO UNION, AVENIDA UNIVERSIDAD
ESQUINA EL CHORRO, PISO 21
CARACAS, VENEZUELA



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		01/17/1991	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		13-2828547	
24 Country		30 Country		5. Certificate of Status Desired	
				Applied For	
				Not Applicable	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				7. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	
				Yes No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CORPORATION COMPANY OF MIAMI 201 S. BISCAYNE BLVD 1600 MIAMI CENTER MIAMI FL 33131				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	CD
NAME	BENACERRAF, S. HENRY	1.2 NAME	SALVATIERRA P., IGNACIO
STREET ADDRESS	CALLE ORIENTE, QTA. CHINACO COUNTRY CLUB	1.3 STREET ADDRESS	7MA. AVDA. CON IRA. TRANSV. LOS OLIVOS
CITY-ST-ZIP	CARACAS VE	1.4 CITY-ST-ZIP	QUINTA EL CEDRO, URB. LOS CHORROS
TITLE	EPD	2.1 TITLE	D
NAME	IGNACIO, SALVATIERRA P.	2.2 NAME	GARCIA MONTOYA, LUIS
STREET ADDRESS	7MA. AVDA. CON IRA. TRANSV. LOS OLIVOS	2.3 STREET ADDRESS	CALLE AC3 DE CAURIMARE, QTA.
CITY-ST-ZIP	CARACAS VE	2.4 CITY-ST-ZIP	LAS MUÑECAS
TITLE	D	3.1 TITLE	D
NAME	ZARIKIAN, ESTEBAN	3.2 NAME	SALVATIERRA, JOSE
STREET ADDRESS	CALLE VICUNA, QUINTA ZAZUMA, VALLE ARRIBA	3.3 STREET ADDRESS	CALLE LOS JARDINES, QTA. FORTUNA
CITY-ST-ZIP	CARACAS VE	3.4 CITY-ST-ZIP	PRADOS DEL ESTE
TITLE	D	4.1 TITLE	D
NAME	FEDERICO, CARMONA P.	4.2 NAME	ANZOLA, FROILAN
STREET ADDRESS	AV. ALTO HATILLO CON C/LA LOMA, QTA. DONA	4.3 STREET ADDRESS	AV. SUR 3, QTA. ALELUYA, ENTRE
CITY-ST-ZIP	CARACAS VE	4.4 CITY-ST-ZIP	ESTE 5 Y SUR 4, URB. LOS NARANJOS.
TITLE	D	5.1 TITLE	D
NAME	CURIEL, MORRIS E.	5.2 NAME	MARMOL LUZARDO, RAMON
STREET ADDRESS	CALLE ORIENTE, QUINTA I.	5.3 STREET ADDRESS	URB. COLINAS DE BELLO MONTE
CITY-ST-ZIP	CARACAS, VENEZUELA	5.4 CITY-ST-ZIP	CALLE CAURIMARE CON ICABARU
TITLE	D	6.1 TITLE	D
NAME	PUCHADES, LUIS	6.2 NAME	ALDAZORO, CARLOS EMILIO
STREET ADDRESS	CALLE EL EMPALME, QTA. VILLA MALVA ROSA	6.3 STREET ADDRESS	CALLE 63, No. 2 658, URB. EL LAGO
CITY-ST-ZIP	CARACAS VE	6.4 CITY-ST-ZIP	MARACAIBO - EDO. ZULIA, VENEZUELA

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: _____

FEBRERO 6, 1998

CP21334 (10/97)