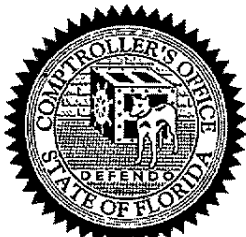


Fed Ex



# Inter-Office Communication

Robert F. Milligan  
Comptroller of Florida

## FO2000001098

DATE: February 26, 2002

700005022707--6  
-02/27/02--01011--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

FROM: David Devick, Division of Banking

*DR Devick*

SUBJECT: Caja de Ahorros y Monte de Piedad de Madrid-Application to Transact Business in  
Florida.

02 FEB 27 AM 10: 04

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The applicant, Caja de Ahorros y Monte de Piedad de Madrid, a foreign bank organized under the laws of Spain, has been approved by the Department of Banking and Finance to establish an international agency office in Florida. In accordance with this application, please file the attached "Application by Foreign Corporation for Authority to Transact Business in Florida" for the institution. Please send the Certificate of Status to the correspondent, Mr. Avila and make the following distribution of certified copies:

(1) One copy to: Division of Banking  
101 East Gaines Street  
Suite 636  
Tallahassee, Florida 32399-0350

*CC*

700005022707--6  
-02/27/02--01011--018  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

(2) One copy to: Alcides I. Avila, Esquire  
Holland and Knight LLP  
701 Brickell Avenue  
Miami, Florida 33131

*CC*

Attached are checks amounting to \$96.25, representing payment of the applicable filing fees. If there is an underpayment, please contact Ms. Patricia Hernandez at (305) 789-7614. If there is an overpayment, please issue a refund to Holland and Knight LLP.

If you have any questions, please call me at 410-9511.

Availability	<i>left</i>
Attachments	<i>left</i>
Examined	<i>left</i>
Indexed	
Filed	
Verified	
Acknowledged	
A. P. Verified	

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Law Offices

# HOLLAND & KNIGHT LLP

701 Brickell Avenue, Suite 3000  
P.O. Box 015441 (ZIP 33101-5441)  
Miami, Florida 33131

305-374-8500  
FAX 305-789-7799  
www.hklaw.com

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Fort Lauderdale	San Francisco
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Mexico City	Tel Aviv*
Rio de Janeiro	Tokyo
*Representative Office	

February 12, 2002

PATRICIA M. HERNANDEZ  
305-789-7614

Internet Address:  
pahernan@hklaw.com

*Rec'd by MO  
2/13/02  
D*

## VIA FAX AND FEDERAL EXPRESS

Mr. David N. Devick  
Financial Control Analyst  
Bureau of Financial Institutions  
Division of Banking  
101 East Gaines Street - Suite 636  
Tallahassee, Florida 32399

Re: Application for Caja de Ahorros y Monte de Piedad de Madrid, Caja Madrid ("Caja Madrid") for Authority to Establish an International Bank Agency in Miami, Florida

Dear David:

This is with reference to the November 13, 2001 letter of intent (the "Letter") issued by the Comptroller of the State of Florida to approve Caja Madrid's application to establish an international bank agency in Miami, Florida. Pursuant to paragraph five of the Conditions Section of the Letter, enclosed is Caja Madrid's Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Foreign Company Application"), as well as a check made out to the Florida Department of State in the amount of \$78.75.

As you know, Section 1 of the Foreign Company Application requires that Caja Madrid add to its name words indicating that it is a corporation instead of a natural person. However, the word "Caja" in Caja Madrid's name denotes that it is a savings bank under the laws of the Kingdom of Spain. To add English-language words, such as "Corporation" or "Incorporated," to Caja Madrid's name

Mr. David Devick  
February 12, 2002  
Page 2

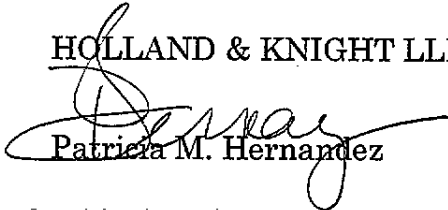
for the purpose of qualifying to do business in Florida would be misleading and would result in Caja Madrid transacting business in Florida under a fictitious name.

Also, with reference to Section 11 of the Foreign Company Application, we have not attached a certificate of existence as the required certificate is on file with the Department.

Thank you for your assistance, and please do not hesitate to call should you have any questions.

Very truly yours,

HOLLAND & KNIGHT LLP



Patricia M. Hernandez

Enclosures

cc: Alcides I. Avila, Esq. (w/encl.)

MLA1 #1108080 v1

Law Offices

# HOLLAND & KNIGHT LLP

701 Brickell Avenue, Suite 3000  
P.O. Box 015441 (ZIP 33101-5441)  
Miami, Florida 33131

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FAX 305-789-7799  
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Caracas*	Tel Aviv*
Helsinki	Tokyo
Mexico City	
Rio de Janeiro	*Representative Office

February 28, 2002

**ROSA M. ANCHETA**  
305-789-7490

internet address: rancheta@hklaw.com

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock  
Division of Corporations  
408 E. Gaines Street  
Tallahassee, Florida 32399

Re: Caja Madrid, Miami Agency and Caixanova, Miami Agency

Dear Ms. Tadlock:

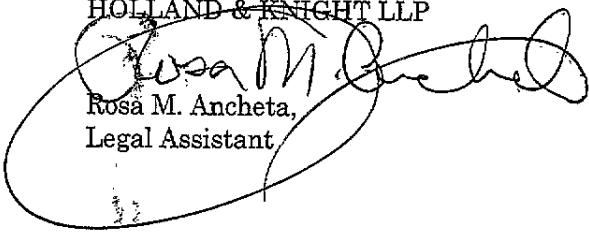
Per your request, enclosed are original Certificates of Translation Accuracy for Caja Madrid, Miami Agency ("Caja") and Caixanova, Miami Agency ("Caixanova"), respectively (the "Certificates"). It is our understanding that once you receive the Certificates, you will be able to file the Applications by Foreign Corporation for Authorization to Transact Business in Florida for Caja and Caixanova (the "Applications") in your possession. ✓

Once the Applications have been filed, please return certified copies of the Applications and Certificates of Good Standing for Caja and Caixanova to my attention in the enclosed Federal Express envelope. ✓

Thank you and should have any questions or problems, please do not hesitate to contact me directly at (305) 789-7490.

Very truly yours,

HOLLAND & KNIGHT LLP

  
Rosa M. Ancheta,  
Legal Assistant

cc: Patricia M. Hernandez, Esq.

MIA1 #1117181 v1

*cc + aus*

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT: Caja de Ahorros y Monte de Piedad de Madrid, Caja Madrid**  
(Name of corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Alcides I. Avila, Esq. (Name of Person)  
Holland & Knight LLP (Firm/Company) *cus*  
701 Brickell Avenue, Suite 3000 (Address)  
Miami, Florida 33131 (City/State and Zip code)

For further information concerning this matter, please call:

Patricia M. Hernandez, Esq. at (305) 789-7614  
(Name of Person) (Area Code & Daytime Telephone Number)

RECEIVED  
COLLECTORS OFFICE  
2006 FEB 13 11:11 AM  
CORPORATION OFFICE

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

*96.25 - Filing fee + 2 Certified Copies + 1 Certificate of Good*



**12. Name and business addresses of officers and/or directors:**

**A. DIRECTORS**

Chairman: See attached Officers/Directors Rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Emilio Rincon, General Manager – Miami Agency

(Typed or printed name and capacity of person signing application)

**Officers and Directors of Caja de Ahorros y Monte de Piedad de Madrid,  
Caja Madrid as of December 31, 2000**

**Board of Directors:**

<b>Chairman:</b>	Miguel Blesa de la Parra c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy Chairmen:</b>	Ramón Espinar Gallego c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José Antonio Moral Santín c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Secretary:</b>	Enrique de la Torre Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy Secretary:</b>	Vicente Espinosa Navas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Members:</b>	José Luis Acero Benedicto c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Juan José Azcona Olóndriz c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131



	<p>Pedro Bedia Pérez  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>Pedro Bujidos Garay  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>José Caballero Domínguez  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>Darío Fernández-Yruegas Moro  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>José María Fernández del Río Fernández  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>Mercedes de la Merced Monge  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>Roberto Molero Gómez-Elegido  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>
	<p>Francisco Moure Bourio  c/o 701 Brickell Avenue  Suite 3000  Miami, Florida 33131</p>

	Miguel Muñiz de las Cuevas c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Emilio Navasqües y Cobián c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Alberto Recarte García-Andrade c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ignacio del Rio García de Sola c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	José María de la Riva Amez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Antonio Romero Lázaro c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
	Ricardo Romero de Tejada y Picatoste c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

**Management Committee**

<b>Chairman:</b>	Miguel Blesa de la Parra c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
------------------	-------------------------------------------------------------------------------------------

<b>Deputy General Manager-Financial Director:</b>	Matías Amat Roca c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manger-Communications Director:</b>	Juan Astorqui Portera c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager-Director of Banca Comercial II:</b>	Ramón Ferraz Ricarte c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager-Managing Director of Corporacion Financiera:</b>	José María García Alonso c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager- Director of Auditing:</b>	María Elena Gil García c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>General Manager- Social Programs:</b>	Carlos María Martínez Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager-Director of Organization and Systems:</b>	Ricardo Morado Iglesias c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Manager of Caja Madrid Foundation:</b>	Alfredo Pérez de Armiñán c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

<b>Deputy General Manager-Director of Retail Banking:</b>	Mariano Pérez Claver c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager- Director of Resources:</b>	Ildefonso Sánchez Barcoj c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Secretary General:</b>	Enrique de la Torre Martínez c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>Deputy General Manager-Director of Investment Banking:</b>	Carlos Vela García-Noreña c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131
<b>General Manager, Miami Agency:</b>	Emilio Rincón c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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CERTIFICATE OF TRANSLATION ACCURACY

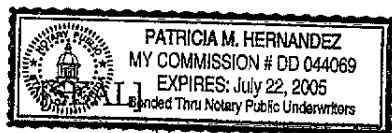
STATE OF FLORIDA            )  
                                          ) SS:  
COUNTY OF MIAMI-DADE    )

I, MAURY MARGARET SCHARRER, duly certified by the University of Miami, for proficiency in the Spanish language, hereby certify that the attached translation, from Spanish to English, of the Certificate of Good Standing issued by the Banco de España of the CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID Savings Bank on April 5, 2001, is true and correct to the best of my knowledge and belief.

*Maury Margaret Scharrer*  
\_\_\_\_\_  
MAURY MARGARET SCHARRER

The foregoing instrument was acknowledged before me this 28th day of February, 2002, by Maury Margaret Scharrer, who is personally known to me and who did not take an oath.

*Patricia M. Hernandez*  
\_\_\_\_\_  
NOTARY PUBLIC



*(Coat of arms)*  
**BANK OF SPAIN**

I, FERNANDO VARGAS BAHAMONDE, HEAD OF THE OFFICE OF FINANCIAL INSTITUTIONS:

**CERTIFY:** That CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID is shown as being registered in the Special Register for People's General Savings Banks, under code number 2038, with a company domicile in the Celenque Plaza, [No.] 2, in Madrid.

That CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID is legally formed and organized as a fully operative credit entity for engagement in those business activities that are customary for this type of entity.

And in witness whereof and in order for it to be effective wherever appropriate, I am issuing this certificate in Madrid on the fifth day of April, two thousand one.

*(Signed) (Illegible)*

*(Circular Stamp)*  
**BANK OF SPAIN**  
**COMPANIES AND BYLAWS REGISTRY**  
**MADRID**



# BANCO DE ESPAÑA

FERNANDO VARGAS BAHAMONDE, JEFE DE LA OFICINA DE INSTITUCIONES FINANCIERAS:

CERTIFICO: Que CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID, figura inscrita en el Registro Especial de Cajas Generales de Ahorro Popular, con número de codificación 2038 y domicilio social en plaza de Celenque, 2 de Madrid.

Que CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID, está legalmente constituida y organizada como entidad de crédito plenamente operativa para el desarrollo de las actividades propias de ese tipo de entidades.

Y para que así conste y surta efectos donde convenga, expido la presente, en Madrid, a cinco de abril de dos mil uno.

