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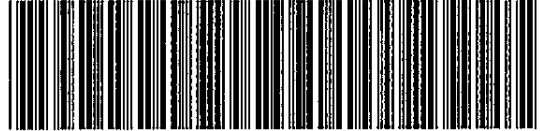
(Business Entity Name)

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Inter-Office
Communication



Office of Financial
Regulation

DATE: April 14, 2005

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

FROM: David Devick, Office of Financial Regulation *DR Devick*

SUBJECT: Banco Popular Espanol, S.A.

The applicant, Banco Popular Espanol, S.A., a foreign bank organized under the laws of Spain, has been approved by the Office of Financial Regulation to establish an international representative 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 and make the following distribution of certified copies:

- (1) One copy to: Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Alcides Avila, Esquire
Holland & Knight
701 Brickell Avenue, Suite 3000
Miami, Florida 33131
305-786-7641

Attached is a check amounting to \$78.75, for the payment of the applicable filing fees. If there is an underpayment or overpayment, please contact the applicant. If you have any questions, please call me at 410-9511.

Attachments

dd

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Banco Popular Español, S.A.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Spain

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. July 14, 1926

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Calle Velazquez, 34, 3a, 28001 Madrid, Spain

(Principal office address)

701 Brickell Avenue, Suite 2260, Miami, Florida 33131

(Current mailing address)

8. Financial institution

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Intrastate Registered Agent Corporation

Office Address: 701 Brickell Avenue, Suite 3000

Miami

(City)

, Florida 33131

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Intrastate Registered Agent Corporation

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

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 Director or Officer listed in number 12 of the application)

14. Luis Fernando Fontaneda Prieto, General Manager of the Miami Representative Office
(Typed or printed name and capacity of person signing application)

Banco Popular Español, S.A.

Directors/Officers Rider to Application

Directors:

<u>Name</u>	<u>Address</u>
Ángel Ron (Chairman of the Board of Directors)	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Javier Valls (Chairman of Supervising Board)	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Francisco Fernandez Dopico	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Francisco Aparicio	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Americo Ferreira de Amorim	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Eric Gancedo	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Luis Herrando	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Casimiro Molins	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Luis Montuenga	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Manuel Morillo	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Miguel Nigorra	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
José Ramón Rodríguez	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Vicente Santana	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Miguel Angel de Solis	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Emilio Viñas	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Herbert Walter	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain

Executive Officers:

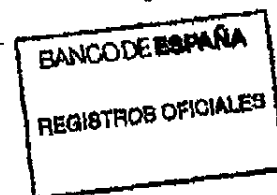
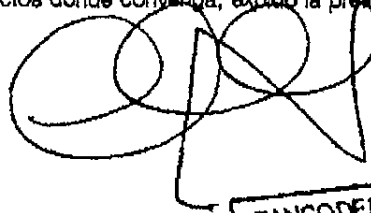
<u>Name</u>	<u>Title</u>	<u>Address</u>
Francisco Fernandez Dopico	Chief Executive Officer	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Roberto Higuera	Chief Financial Officer	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Luis Fernando Fontaneda Prieto	General Manager, Miami Representative Office	701 Brickell Ave., Suite 2260, Miami, Florida 33131
Jose Maria Lucia	Credit and Risk	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Angel Rivera	Human and Technical Resources	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Jose Sartorius	International Activities	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Fernando de Soto	Corporate Affairs	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Jesus Arellano	Commercial and Retail Banking	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Eutimio Morales	Control and Audit	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Santiago Berrocal	Specialized Financing	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Tomas Pereira	Legal Counsel	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Juan Echanojauregui	Investor Relations	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Antonio Ramirez	Corporate Development	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Amadeu Font	International Business Unit	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Ernesto Rey	Treasury	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Julio Hortiguera	Asset Management	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Rafael Roca	Controller	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Jose Luis Manso	Human Resources	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Pablo Romero	Commercial Mortgage Unit	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Luis Felipe Marcos	Regulatory Compliance	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Francisco Sancha	Sales and Marketing	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Rafael de Mena	Technical Secretary	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain
Francisco Javier Zapata	Corporate Counsel	c/o Calle Velazquez, 34, 3a, 28001 Madrid, Spain

BANCO DE ESPAÑA

José Manuel Gómez de Miguel, Jefe de la División de Regulación del Departamento de Instituciones Financieras:

Certifico: Que BANCO POPULAR ESPAÑOL, S.A. figura inscrito en el Registro de Bancos y Banqueros, con número de codificación 0075 y domicilio social en calle Velázquez, nº 34 de Madrid.

Y para que así conste y surta efectos donde conyenga, expido la presente, en Madrid, a nueve de marzo de dos mil seis.



BANK OF SPAIN

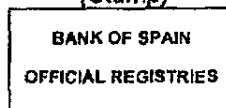
I, José Manuel Gómez de Miguel, the Head of the Regulation Division of the Financial Institutions Department:

Certify: That BANCO POPULAR ESPAÑOL, S.A. is shown as being registered with the Banks and Bankers Registry, under code number 0075, with its principal office at No. 34, Velázquez Street, in Madrid.

And in order for it to be clearly understood and for the foregoing to be valid wheresoever appropriate, I am issuing the instant document in Madrid, on the ninth day of March, two thousand six.

/s/ (Illegible)

(Stamp)



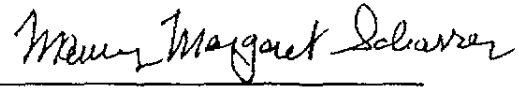
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CERTIFICATE OF TRANSLATION ACCURACY

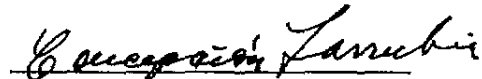
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I, MAURY MARGARET SCHARRER, duly certified by the University of Miami, Coral Gables, Florida, for proficiency in the Spanish language, hereby certify that the attached translation, from Spanish to English, of the Banco de España's Certificate of Good Standing of the BANCO POPULAR ESPAÑOL S.A., dated March 9, 2006, at Madrid, Spain, is true and correct to the best of my knowledge and belief.



MAURY MARGARET SCHARRER

The foregoing instrument was acknowledged before me this 16th day of March, 2006, by Maury Margaret Scharrer who is personally known to me and who did not take an oath.



NOTARY PUBLIC

[SEAL]

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Concepcion Larrubia
MY COMMISSION # DD162907 EXPIRES
November 14, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION

Dist. II

2/15/06

mk

**In Re: Application by Banco Popular Español,
S.A. for Authority to Open an International
Representative Office in Miami, Miami-Dade
County, Florida**

Admin. File No. 0259-B-12/05

FINAL ORDER OF APPROVAL

On December 16, 2005, pursuant to Sections 663.05 and 663.055, Florida Statutes, the Commissioner for the Office of Financial Regulation ("OFR") issued the attached Notice of Intent to Approve the above-referenced application. On February 6, 2006, the OFR received the General Manager's acknowledgement and acceptance on behalf of the Applicant of the conditions contained in the Notice of Intent. No request for a hearing concerning the proposed action of the OFR was received.

Accordingly, it is ORDERED:

1. The application by Banco Popular Español, S.A. for authority to open an International Representative Office in Miami, Miami-Dade County, Florida, is APPROVED, subject to satisfaction of the conditions contained in the Notice of Intent.
2. The Applicant must satisfy the conditions of approval specified in the attached Notice of Intent. Until these conditions have been met, or if any interim development is deemed to warrant further action by the OFR, the Commissioner reserves the right to alter, suspend, or withdraw approval.

Done and Ordered this 15th day of February, 2006, at Tallahassee,
Florida.



Don Saxon, Commissioner
Office of Financial Regulation

NOTICE OF RIGHT TO APPELLATE REVIEW

ANY PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK, OFFICE OF FINANCIAL REGULATION, LEGAL SERVICES OFFICE, THE FLETCHER BUILDING, SUITE 526, 200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0379; AND A SECOND COPY, ACCOMPANIED BY THE FILING FEES PRESCRIBED BY SECTION 35.22(3), FLORIDA STATUTES, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 300 MARTIN LUTHER KING, JR. BLVD., TALLAHASSEE, FLORIDA 32399-1850, OR IN THE APPELLATE DISTRICT IN WHICH THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE FINAL ORDER TO BE REVIEWED.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 15th day of FEBRUARY, 2006 to Alcides I. Avila, Esquire, Holland & Knight, LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida, 33131.



Bruce Kuhse
Florida Bar #0308470
Assistant General Counsel
Division of Financial Institutions
Office of Financial Regulation
200 East Gaines St.
The Fletcher Building, Suite 526
Tallahassee, FL 32399-0379