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Andrew B. Rosenblatt
Attorney at Law

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*****78.75 *****78.75

October 19, 2000

W - 25772

Registration Section
Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

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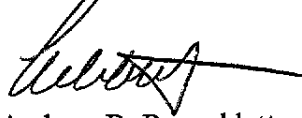
Re: South African Airways (PTY) Ltd. (Inc.)

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, and a Certificate of Existence to register the above mentioned foreign corporation to transact business in Florida. Also enclosed is a check in the amount of \$78.75 to cover the registration fee and a Certificate of Status once the corporation is registered.

Please feel free to call me, should you have any questions.

Sincerely,


Andrew B. Rosenblatt

ABR:jm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
11/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 26, 2000

ANDREW B. ROSENBLATT
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD., STE 2710
MIAMI, FL 33131

SUBJECT: SOUTH AFRICAN AIRWAYS (PTY) LTD. (INC.)
Ref. Number: W00000025772

We have received your document for SOUTH AFRICAN AIRWAYS (PTY) LTD. (INC.) and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3450.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays

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Document Specialist

Letter Number: 700A00055862

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TALLAHASSEE, FLORIDA

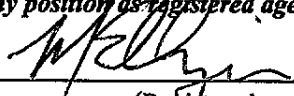
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. SOUTH AFRICAN AIRWAYS (PTY) LTD. (INC.)
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Republic of South Africa
(State or country under the law of which it is incorporated)
3. 65-0906850
(FEI number, if applicable)
4. 12/29/97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September, 1997
(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.)
South African Airways, Airways Park, Johannesburg Int'l Airport,
7. a Jones Road, Private Bag, Johannesburg, South Africa
(Principal office address)
b 515 E. Las Olas Blvd., 16th Floor, Ft. Lauderdale, Florida 33301
(Current mailing address)
8. Airline carrier
(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: Mark D. Ellinger
Office Address: 515 E. Las Olas Blvd., 16th Floor
Ft. Lauderdale, Florida 33301
(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.


(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

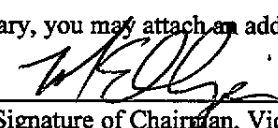
Address: _____

Treasurer: _____

Address: _____

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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. Mark D. Ellinger, Executive Vice President of Americas
(Typed or printed name and capacity of person signing application)

LIST OF DIRECTORS: SOUTH AFRICAN AIRWAYS (PTY) LIMITED

DIRECTOR	ADDRESS	TEL. NO.	FAX. NO.
Mr M E Mkwanazi	Room 1111 11th Floor Room 1111 Umjantshi House JOHANNESBURG	773-3400	773-7469
Mr T C Andrews (Managing)	6u'Floor Airways Park Jones Street JOHANNESBURG INTERNATIONAL AIRPORT	978-2606	978-2241
Mr S J Macozoma	Room A3.41 Transnet Park 8 Hillside Road PARKTOWN	488-7055	488-7511
Mrs G T Serobe	Room B3.90 Transnet Park 8 Hillside Road PARKTOWN	488-7319	488-7484
Mr B L Sibiya	Room A2.37 Transnet Park 8 Hillside Road PARKTOWN	4W7078	488-8283
Mrs L A Tager	Room A3.36 Transnet Park 8 Hillside Road PARKTOWN	488-7012	488-7017

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No. 1997/022444/07



REPUBLIC OF SOUTH AFRICA

Certificate

I hereby Certify that

South African Airways (Pty) Ltd (Reg No 1997/022444/07)

was incorporated on 29 December 1997. As on date of this certificate
no documentation were lodged with my office for the liquidation or
deregistration of the company. According to my records the company
is still in business.

Signed at PRETORIA this

twentieth

SEPTEMBER

Two thousand

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day of
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PP. 

Registrar of Companies and of Close Corporations
South African Companies Regulatory Office