

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**F00000006878**

CONTACT: CINDY HICKS

DATE: 12-12-00

REF. #: 0150

CORP. NAME: Trans American Airlines, S.A.  
Inc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: 20

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400003497464--8  
-12/12/00-01078-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# 9591 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

55

3K  
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TALLAHASSEE, FLORIDA

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

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

FILED  
DEC 12 2000  
STATE OF FLORIDA

1. TRANS AMERICAN AIRLINES, S.A.  
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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. PERU  
(State or Country under the law of which is incorporated)
3. 65-1058186  
(F.E.I Number, if applicable)
4. JUNE 3, 1997  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corporation will cease to exist or "Perpetua
6. DECEMBER 11, 2000  
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. C/O GREENBERG TRAURIG, P.A., 1221 BRICKELL AVENUE, 22<sup>ND</sup> FLOOR, MIAMI, FL, 33131  
(Current Mailing Address; please include city, state & zip code)
8. ANY LAWFUL BUSINESS  
(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)
9. NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:

Name: CORPDIRECT AGENTS

Office Address: 103 N. MERIDIAN ST., LOWER LEVEL,

TALLAHASSEE, FLORIDA 32301  
(Zip Code)

**10. REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

Cynthia A Hicks  
Registered Agent's Signature  
Its Agent: Cynthia A. Hicks

Date: DECEMBER 12<sup>th</sup>, 2000

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

**12. NAME OF DIRECTORS and/or OFFICERS:**

**A. DIRECTORS:**

Director: PLEASE SEE THE ATTACHED ADDENDUM FOR LIST OF DIRECTORS

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

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

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

**B. OFFICERS:**

President/Treasurer: PLEASE SEE THE ATTACHED ADDENDUM FOR LIST OF OFFICERS

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

Chief Executive Officer/

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

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

Executive Vice President/

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

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

Exec. Vice President: \_\_\_\_\_

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

Exec. Vice President: \_\_\_\_\_

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

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

13. *Israel Sanchez*  
(Signature of Chairman, Vice Chairman, or any Officer listed in #12)

Date: DECEMBER 11, 2000

14. ISRAEL I. SANCHEZ, ASSISTANT SECRETARY  
(Print or type Name and Title of person signing this application)

ADDENDUM

LIST OF DIRECTORS AND OFFICERS OF TRANS AMERICAN AIRLINES, S.A., INC.

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DEC 12 PM 4: 22  
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TALLAHASSEE, FLORIDA

DIRECTORS:

Director: DANIEL RATTI  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

Director: LUIS ORTIZ-MESSEGUER  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

Director: JULIO FERRADAS PLATAS  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

Director: JOSE GUILLERMO ROJAS  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

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

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

**OFFICERS:**

Name: DANIEL RATTI  
Title: PRESIDENT & CFO  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

Name: JULIO FERRADAS PLATAS  
Title: SECRETARY  
Address: AVENIDA COMANDANTE ESPINAR, 331 MIRAFLORES LIMA 18, LIMA, PERU

Name: ISRAEL I. SANCHEZ  
Title: ASSISTANT SECRETARY  
Address: GREENBERG TRAUIG, P.A., 1221 BRICKELL AVENUE, MIAMI, FL 33132

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TALLAHASSEE, FLORIDA

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**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-2003  
Fax: 372-232003  
E-mail: camposa@terra.com.pe  
Lima, Perú

**OFFICIAL TRANSLATION**

T. N° 0875/00

DR. JORGE ORIHUELA IBERICO  
NOTARY OF LIMA

AV. CAMINO REAL 111 - 2<sup>ND</sup> FLOOR, SAN ISIDRO

TELEFAX: (511) 442-8897 442-2574 442-9807 4426339 440-5422

E-MAIL: notjeoi@terra.com.pe

**OFFICIAL TRANSCRIPT**

**FILED**  
DEC 12 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF THE DEED OF: ORGANIZATION OF A CORPORATION UNDER THE  
NAME OF TRANS AMERICAN AIR LINES S.A.  
ITS ACRONYM: "TRANS AM S.A"

GRANTED BY:  
IN FAVOUR OF:

LIMA, JUNE 03, 1999

KARDEX NUMBER 60677

PAGE 6,691 VERSO

YVONNE DE MOULD  
TRADUCCION OFICIAL

*[Signature]*  
YVONNE DE MOULD  
Appointed Certified Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

PUBLIC DEED: 1,156  
KARDEX NUMBER 60677

ORGANIZATION OF A CORPORATION  
UNDER THE NAME OF  
TRANS AMERICAN AIR LINES S.A.  
ITS ACRONYM: "TRANS AM S.A"

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**INTRODUCTION:** IN THE CITY OF LIMA, THIS THIRD (3) DAY OF  
JUNE OF 1997 APPEAR BEFORE ME, JORGE EDUARDO ORIHUELA  
IBERICO, NOTARY PUBLIC OF LIMA:-----

**MR. ALFREDO DANIEL RATTI VASQUEZ**-----

OF PERUVIAN NATIONALITY-----

WITH VOTER IDENTIFICATION NUMBER 06360781, VOTER-----

WHO DECLARES:-----

TO BE DIVORCED-----

TO BE A BUSINESSMAN-----

**MR. DON GONZALO XAVIER VILLEGAS RATTI**-----

OF PERUVIAN NATIONALITY-----

WITH VOTER IDENTIFICATION NUMBER 08271497, VOTER-----

WHO DECLARES:-----


TO BE MARRIED TO CARMEN DEL PILAR BACIGALUPO BARREIRO DE  
VILLEGAS-----

TO BE A LAWYER-----

**MR. ALVARO VILLEGAS RATTI**-----

OF PERUVIAN NATIONALITY-----

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TALLAHASSEE, FLORIDA

  
**YVONNE DE MOULD**  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

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WITH VOTER IDENTIFICATION NUMBER 09430379, VOTERS  
WHO DECLARES:-----  
TO BE MARRIED TO MARIA ALICIA THORNE VETTER-----  
TO BE A BUSINESSMAN-----  
WHO PROCEED IN THEIR OWN RIGHT.-----

I ATTEST THAT I HAVE IDENTIFIED THE APPEARING PARTIES WHO  
PROCEED WITH CAPACITY, LIBERTY AND SUFFICIENT KNOWLEDGE IN  
THIS PROCEEDING, WHO ARE FLUENT IN THE SPANISH LANGUAGE AND  
THEY GIVE ME THIS DULY SIGNED AND AUTHORIZED MINUTE SO THAT  
THE CONTENTS THEREOF BE RAISED TO A PUBLIC DEED, THE SAME  
WHICH IS FILED IN ITS CORRESPONDING DOSSIER AND THE TEXT  
THEREOF BEING AS FOLLOWS:-----

-----MINUTE-1,043-----

NOTARY PUBLIC:=====

KINDLY ISSUE IN YOUR REGISTER OF PUBLIC DEEDS ONE OF  
ORGANIZATION OF A CORPORATION GRANTED BY: ALFREDO DANIEL  
RATTI VASQUEZ, OF PERUVIAN NATIONALITY, WITH VOTERS  
IDENTIFICATION N°06360781, MILITARY REGISTER N°215862-50,  
BUSINESSMAN, DIVORCED, RESIDING AT LAS PALMERAS NO. 445 SAN  
ISIDRO; GONZALO XAVIER VILLEGAS RATTI, OF PERUVIAN  
NATIONALITY, WITH VOTERS IDENTIFICATION N°08271497,  
MILITARY REGISTER N°246760852, LAWYER, MARRIED TO CARMEN  
DEL PILAR BACIGALUPO BARREIRO DE VILLEGAS, RESIDING AT LAS  
PALMERAS NO. 445 SAN ISIDRO; ALVARO VILLEGAS RATTI, OF  
PERUVIAN NATIONALITY, WITH VOTERS IDENTIFICATION

*U*  
**YVONNE DE MOULD**  
Appointed Official Translator



**YVONNE DE MOULD**  
**TRADUCTORA PUBLICA JURAMENTADA**  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

N°09430379, MILITARY REGISTER N°2447264574, BUSINESSMAN, MARRIED TO MARIA ALICIA THORNE VETTER, RESIDING AT AV. JORGE BASADRE NO. 581 SAN ISIDRO; UNDER THE COVENANTS AND CONDITIONS HERE BELOW SPECIFIED:-----

**FIRST:** HEREBY, ALFREDO DANIEL RATTI VASQUEZ, GONZALO XAVIER VILLEGAS RATTI AND, ALVARO VILLEGAS RATTI MUTUALLY AGREE, AS IN EFFECT THEY DO, TO ESTABLISH A CORPORATION UNDER THE TRADE NAME OF TRANS AMERICAN AIRLINES S.A., WHICH MAY OPERATE UNDER THE ACRONYM OF "TRANS AM", WITH AN INITIAL CAPITAL OF S/.200,000.00 (TWO HUNDRED THOUSAND 00/100 NUEVOS SOLES) FULLY UNDERWRITTEN AND PAID FOR IN A FOURTH PART.=====

**SECOND:** THE CAPITAL STOCK OF THE CORPORATION IS PAID UP BY THE CONTRIBUTIONS OF THE FOLLOWING INDIVIDUALS:=====

A) MR. ALFREDO DANIEL RATTI VASQUEZ, CONTRIBUTES TO THE CORPORATION THE AMOUNT OF S/.196,000 (ONE HUNDRED NINETY-SIX THOUSAND 00/100 NUEVOS SOLES), UNDERWRITING TO THIS DEED A TOTAL OF 196,000 NOMINATIVE SHARES WITH A FACE VALUE OF ONE NUEVO SOL EACH, ALL OF THEM COMMON SHARES, CANCELLING 25% OF EACH, IN CASH=====

B) MR. GONZALO XAVIER VILLEGAS RATTI, CONTRIBUTES TO THE CORPORATION THE AMOUNT OF S/.2,000 (TWO THOUSAND 00/100 NUEVOS SOLES), UNDERWRITING TO THIS DEED A TOTAL OF 2,000 NOMINATIVE SHARES WITH A FACE VALUE OF ONE NUEVO SOL EACH, ALL OF THEM COMMON SHARES, CANCELING 25% OF EACH, IN CASH==

*[Handwritten Signature]*  
**YVONNE DE MOULD**  
 Appointed Official Translator


**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

C) MR. ALVARO VILLEGAS RATTI, CONTRIBUTES TO THE CORPORATION THE AMOUNT OF S/.2,000 (TWO THOUSAND 00/100 NUEVOS SOLES), UNDERWRITING TO THIS DEED A TOTAL OF 2,000 NOMINATIVE SHARES WITH A FACE VALUE OF ONE NUEVO SOL EACH, ALL OF THEM COMMON SHARES, CANCELING 25% OF EACH, IN CASH.=  
THIRD: THE CORPORATION THAT IS HEREBY ORGANIZED SHALL BE GOVERNED BY THE FOLLOWING BY-LAWS:=====

=====BY-LAWS=====

**FIRST CHAPTER: NAME, OBJECTIVE, DOMICILE AND DURATION-----**

**FIRST ARTICLE:** TRANS AMERICAN AIR LINES S.A., IS A CORPORATION OPERATING UNDER THAT NAME, OR WHICH MAY OPERATE UNDER THE ACRONYM "TRANS AM", AND THE PURPOSE OF SUCH CORPORATION SHALL BE TO PROVIDE AIR TRANSPORTATION, UNDER THE CIVIL AERONAUTIC LAW, THAT IS TO SAY, TO ENGAGE IN AIR TRANSPORTATION AND SPECIAL AIR SERVICES. TO MENTION WITHOUT LIMITATION, NATIONAL AND INTERNATIONAL AIR TRANSPORTATION, REGULAR AND NOT REGULAR INCLUDING HERE THE COMBINED TRANSPORTATION AND THE ALL-CARGO FLIGHTS, AS WELL AS THE SPECIAL AIR SERVICE AND OTHER ACTIVITIES RELATED TO THE HEREINBEFORE SUBJECT, WITHOUT RESERVATION OR LIMITATION WHATSOEVER, SUCH AS AIRCRAFT LEASING WITH OR WITHOUT CREW; AS LESSOR OR LESSEE, MAINTENANCE AND REPAIR OF AIRCRAFTS OWNED OR BELONGING TO A THIRD PARTY; PROVISIONING AND SUPPLY OF EQUIPMENT, PARTS AND SPARE PARTS FOR AIRCRAFT; AIRPORT SERVICES FOR THE COMMERCIAL AND TECHNICAL DISPATCH

  
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TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

OF AIRCRAFTS OWNED OR BELONGING TO A THIRD PARTY; TRAINING SERVICES AND PROMOTION OF AIR COMPANIES; SERVICES RELATING TO TRAVEL, RESERVATION, TOURISM AND HOTEL MANAGEMENT; PARTICIPATION IN ANY KIND OR TYPE OF CORPORATION THAT SHALL ENABLE THIS CORPORATION TO ACHIEVE ITS PURPOSE; THE ABOVE-MENTIONED IN ITS OWN NAME OR ON BEHALF OF A THIRD PARTY. BESIDES, THE CORPORATION MAY UNDERTAKE TO PERFORM OTHER KIND OF ACTIVITIES AS THE CORPORATION DEEMS NECESSARY TO ACCOMPLISH ITS OBJECTIVES.=====

THE CORPORATION SHALL ALSO ENGAGE IN ANY OTHER ACTIVITY AS AGREED BY THE GENERAL SHAREHOLDERS MEETING.=====

THE CORPORATION SHALL BE LEGALLY QUALIFIED TO PERFORM ALL KINDS OF COMMERCIAL, FINANCIAL, INDUSTRIAL, PROMOTIONAL, AND CONSULTING ACTIVITIES AND IN GENERAL ANY KIND OF BUSINESS ACTIVITIES NECESSARY TO ACHIEVE THE CORPORATE PURPOSE, WITH NO OTHER RESERVE OR LIMITATION OF THE BY-LAWS AND THE LEGAL SYSTEM. TO THAT EFFECT IT MAY ENTER INTO ALL KINDS OF ACTS AND CONTRACTS AND ACQUIRE RIGHTS AND OBLIGATIONS, APPLY FOR GRANTS AND/OR ALLOTMENTS AND RESORT TO NATIONAL, INTERNATIONAL OF FOREIGN FINANCIAL OR PUBLIC AND/OR PRIVATE SOURCES OF FINANCIAL SUPPORT.=====

SECOND ARTICLE: THE CORPORATION SHALL HAVE ITS SEAT IN THE CITY OF LIMA.=====

  
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BRANCH OFFICES, AGENCIES AND OFFICES MAY BE ESTABLISHED IN ANY PLACE OF THE REPUBLIC OR ABROAD IN THE MANNER, CONDITIONS AND CAPITAL AS THE BOARD OF DIRECTORS MAY CONSIDER APPROPRIATE UPON AGREEMENT. THE TERM OF DURATION OF THE CORPORATION IS INDEFINITE, THE BEGINNING OF ITS ACTIVITIES AS OF THE DATE OF REGISTRATION OF THE CORPORATION IN THE COMMERCIAL REGISTRY. THE TRANSACTIONS PERFORMED PRIOR TO THE REGISTRATION ARE SUBJECT TO THE PROVISION OF SECTION 4 OF THE GENERAL LAW OF CORPORATIONS.=

=====SECOND CHAPTER=====

=====CAPITAL STOCK AND SHARES=====

**THIRD ARTICLE:** THE CAPITAL STOCK IS TWO HUNDRED THOUSAND 00/100 NUEVOS SOLES (S/.200,000.00) REPRESENTED BY TWO THOUSAND NOMINATIVE SHARES AT PAR VALUE OF ONE NUEVO SOL EACH, FULLY UNDERWRITTEN AND PAID UP TO A FOURTH PART.===== THE BALANCE OF THE CAPITAL UNDERWRITTEN AND NOT PAID, WILL BE PAID IN NO MORE THAN SIX MONTHS, FROM THE DATE ON WHICH THE PUBLIC DEED ORIGINATED BY THIS MINUTE IS REGISTERED IN THE COMMERCIAL REGISTRY.=====

**FOURTH ARTICLE:** EACH SHARE SHALL CONFER THE HOLDER THE RIGHT TO ONE VOTE. THESE ARE INDIVISIBLE AND CAN ONLY BE REPRESENTED BY ONE PERSON. WHEN TWO OR MORE INDIVIDUALS OWN ONE SHARE, A COMMON REPRESENTATIVE TO THE CORPORATION SHALL BE APPOINTED, WHO WILL BE IN CHARGE OF EXERCISING THE PARTNER'S RIGHTS, WITHOUT DETRIMENT TO THE FACT THAT ALL

  
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Jr. A. Miró Quesada 247 Of. 711  
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Lima - Perú

CO-OWNERS WILL BE JOINTLY RESPONSIBLE TO OTHE COMPANY FOR WHATEVER OBLIGATIONS THAT MAY ARISE FROM THEIR CONDITION OF SHAREHOLDERS. THE SHARES WILL BE EVIDENCED BY CERTIFICATES FROM A COUNTERFOILED BOOK. THE CERTIFICATES MAY REPRESENT ONE OR MORE SHARES OF A SOLE PROPRIETORSHIP.=====

**FIFTH ARTICLE:** IT IS MANDATORY THAT THE CERTIFICATE OF SHARES EXPRESSES THE PROVISIONS UNDER SECTION 114 OF THE GENERAL LAW OF CORPORATIONS.=====

**SIXTH ARTICLE:** THE CERTIFICATES REPRESENTING SHARES SHALL BE UNDERWRITTEN BY THE CHAIRMAN OF THE BOARD AND THE GENERAL MANAGER.=====

**SEVENTH ARTICLE:** THE COMPANY SHALL KEEP A LEGALIZED SHARES AND TRANSFER REGISTRATION BOOK, AS PROVIDED FOR IN SECTION 113 OF THE GENERAL LAW OF CORPORATIONS. THE TRANSFER OF NOMINATIVE SHARES SHALL BE NOTICED IN WRITING TO THE CORPORATION, WHICH SHALL ANNOTATE IT IN THE SHARES AND TRANSFERS BOOK.=====

**EIGHTH ARTICLE:** THE CORPORATION SHALL CONSIDER AS OWNER WHOEVER APPEARS AS SUCH IN THE SHARES AND TRANSFERS BOOK. IN THE EVENT THAT ACTION IS TAKEN ABOUT THE PROPRIETORSHIP OF ANY SHARES, THE CORPORATION SHALL ADMIT THE EXERCISE OF THE ASSOCIATE'S RIGHT TO THE PERSON WHOM IN ACCORDANCE WITH THE ABOVE, IT SHOULD CONSIDER THE OWNER, EXCEPT IN THE CASE IN WHICH THE JUSTICE DECIDES TO THE CONTRARY OR COMMANDS TO SUSPEND THE SHAREHOLDER'S RIGHTS.=====

  
**YVONNE DE MOULD**  
**Appointed Official Translator**

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TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: [cmossa@terra.com.pe](mailto:cmossa@terra.com.pe)  
Lima - Perú

**NINTH ARTICLE:** IN ANY EVENT OF THE ISSUANCE OF NEW SHARES, THE SHAREHOLDERS SHALL HAVE PREFERENCE TO UNDERWRITE THEM TO THEIR PARTICIPATION IN THE CAPITAL. THE SHAREHOLDER WHO INTENDS TO TRANSFER HIS SHARES MUST INFORM IT IN WRITING, IN ADVANCE, BY MEANS OF A LETTER ADDRESSED TO THE GENERAL MANAGER OF THE CORPORATION INDICATING THE VALUE AND THE PAYMENT TERMS. THE CORPORATION SHALL GIVE THE OTHER SHAREHOLDERS OF THIS FACT WITHIN TEN (10) DAYS. THE SHAREHOLDERS SHALL HAVE PREFERENTIAL RIGHT TO CALL OPTIONS MUST BE EXPRESSED IN WRITING WITHIN THIRTY(30) DAYS AFTER RECEIVING THE GENERAL MANAGEMENT'S NOTICE. IF SEVERAL SHAREHOLDERS WISH TO PURCHASE THE SHARES, THESE SHALL BE DISTRIBUTED AMONG THEM IN PROPORTION TO THEIR CORRESPONDING PARTICIPATION IN THE CAPITAL STOCK, UNLESS THEY AGREE TO THE CONTRARY. THE TIME HAVING ELAPSED WITHOUT HAVING EXERCISED THEIR PREFERENTIAL RIGHT OF THE FULL AMOUNT OF THE SHARES OFFERED FOR SALE, THE SHAREHOLDER IS FREE TO TRANSFER HIS SHARES OFFERED AS A WHOLE TO ANYONE, UNDER THE SAME TERMS OFFERED TO THE OTHER SHAREHOLDERS. TRANSFERS OF SHARES WHICH DO NOT COMPLY WITH THE PROVISIONS OF THIS ARTICLE SHALL HAVE NO EFFECT BEFORE THE CORPORATION.===== WHAT IS PROVIDED IN THE PRESENT ARTICLE DOES NOT PREVENT THE CORPORATION FROM AGREEING TO PURCHASE THE OFFERED SHARES, AS A WHOLE OR A PART, IN ACCORDANCE WITH THE PROVISIONS IN SECTION 117 OF THE GENERAL LAW OF

  
**YVONNE DE MOULD**  
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Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
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CORPORATIONS. IN SUCH EVENT, THE PROVISIONS IN THE SAID ARTICLE WILL BE TAKEN INTO ACCOUNT FOR THE PURPOSE OF THE TRANSFER, AND THE TERM IN WHICH THE SHAREHOLDER SHALL BE FREE TO TRANSFER THE SHARES TO A THIRD PARTY.=====


**TENTH ARTICLE:** IN ANY EVENT OF SHARE TRANSFER, THE CORPORATION SHALL COLLECT THE PREVIOUS CERTIFICATE, ANNUL SAME AND ISSUE A NEW CERTIFICATE IN THE NAME OF THE NEW OWNER.=====

**ELEVENTH ARTICLE:** IN THE EVENT OF LOSS, ROBBERY, MISPLACEMENT OR DESTRUCTION OF A CERTIFICATE REPRESENTING NOMINATE SHARES, THE CORPORATION SHALL ISSUE A NEW CERTIFICATE IN THE NAME OF THE PERSON WHO APPEARS TO BE THE OWNER OF THE SAID CERTIFICATE, IN ACCORDANCE WITH THE SHARES AND TRANSFERS BOOK, AND A MINUTE SHALL BE DRAWN UP STATING THE ANNULMENT OF THE PREVIOUS CERTIFICATE.=====

**TWELFTH ARTICLE:** EVERY SHAREHOLDER, BY THE SOLE FACT OF OWNING SHARES, STATES HIS TOTAL ACCEPTANCE OF THE PROVISIONS IN THESE BY-LAWS AND THE AGREEMENTS ENTERED INTO IN THE GENERAL SHAREHOLDERS MEETING AND OTHER AGENCIES OF THE CORPORATION, ADOPTED ACCORDING TO LAW, WITHOUT DETRIMENT TO THE RIGHT TO OBJECTION OR SEPARATION IN THE CASES PERMITTED BY LAW.=====

-----CHAPTER III-----

-----THE GENERAL SHAREHOLDERS MEETINGS-----

  
**YVONNE DE MOULD**  
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**THIRTEENTH ARTICLE:** THE GENERAL SHAREHOLDERS MEETING IS FORMED BY ALL THE SHAREHOLDERS AND REPRESENTS THE UNIVERSALITY THEREOF. IT IS THE SUPREME AUTHORITY OF THE CORPORATION AND ITS DECISIONS, TAKEN IN ACCORDANCE WITH THE REQUIREMENTS ESTABLISHED BY THESE BY-LAWS, ARE MANDATORY FOR ALL THE SHAREHOLDERS, EVEN THOSE WHO MAY HAVE DISSENTED OR MAY HAVE BEEN ABSENT, WITHOUT DETRIMENT TO THE OBJECTION OR SEPARATION RIGHTS ESTABLISHED BY LAW.=====

**FOURTEENTH ARTICLE:** REGULAR GENERAL SHAREHOLDERS MEETINGS AS WELL AS SPECIAL GENERAL MEETINGS SHALL BE HELD AND CALLED IN ACCORDANCE WITH SECTIONS 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131 AND SUBSEQUENT OF THE GENERAL LAW OF CORPORATIONS.=====

**FIFTEENTH ARTICLE:** THE POWERS INHERENT TO THE SPECIAL GENERAL SHAREHOLDERS MEETING ARE PROVIDED BY SECTION 122 OF THE GENERAL LAW OF CORPORATIONS.=====

**SIXTEENTH ARTICLE:** THE SPECIAL GENERAL MEETING IS ENTITLED TO THE FACULTIES OF ARTICLE 123 OF THE GENERAL LAW OF CORPORATIONS, TO CONSTRUE THE BY-LAWS AND TO DECIDE ON ANY OTHER MATTERS WHICH MIGHT HAVE BEEN THE SUBJECT MATTER OF THE SUMMONS.=====

**SEVENTEENTH ARTICLE:** THE GENERAL SHAREHOLDERS MEETINGS SHALL BE SUMMONED AND SHALL MEET AT THE COMPANY'S SEAT IN THE CITY OF LIMA. IN THE EVENT THAT THE BOARD OF DIRECTORS DETERMINES THAT IT BE HELD SOMEWHERE ELSE, THIS MEETING

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 E-mail: camosa@terra.com.pe  
 Lima - Perú

SHALL BE CALLED BY MEANS OF A NOTICE AND THE REQUIREMENT OF PUBLISHING NOTICES IN THE COMPANY'S SEAT SHALL BE MET, IN ADDITION TO THE NOTICES PUBLISHED WITH THE SAME PROCEDURE IN THE PLACE OF ASSEMBLY. THE MEETING SHALL BE CONSIDERED DULY CALLED AND VALIDLY MEETING WHEN THE SHAREHOLDERS REPRESENTING ALL THE UNDERWRITTEN CAPITAL STOCK ARE PRESENT AND THOSE PRESENT UNANIMOUSLY ACCEPT THE CELEBRATION OF THE MEETING AND THE SUBJECTS TO BE DISCUSSED THEREIN.=====

**EIGHTEENTH ARTICLE:** FOR THE PURPOSES OF THE RIGHTS TO ATTEND TO THE GENERAL MEETING, REPRESENTATION AND THE ATTENDANCE OF THIRD PARTIES TO THESE MEETINGS, AND THE RIGHT TO EXAMINE THE DOCUMENTS AND PROJECTS RELATED TO THE PURPOSE OF THE MEETING, THE PROVISIONS SET FORTH IN THE SECTIONS 24, 127, 129, 130, 131, 132 AND SUBSEQUENT OF THE GENERAL LAW OF CORPORATIONS SHALL BE IN FORCE ENTIRELY.=====

**NINETEENTH ARTICLE:** FOR THE CELEBRATION OF THE REGULAR AND THE SPECIAL GENERAL MEETINGS ON FIRST SUMMONS, WHEN THE SUBJECTS MENTIONED IN THE FOLLOWING ARTICLE WILL NO BE DISCUSSED, IT IS NECESSARY THAT A NUMBER OF SHAREHOLDERS REPRESENTING AT LEAST HALF OF THE UNDERWRITTEN CAPITAL STOCK ARE PRESENT. ON SECOND SUMMONS, THE PRESENCE OF ANY NUMBER OF UNDERWRITTEN SHARES ENTITLED TO VOTE SHALL SUFFICE.=====

  
**YVONNE DE MOULD**  
 Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

ON FIRST AND SECOND SUMMONS THE AGREEMENTS SHALL BE ADOPTED BY THE ABSOLUTE MAJORITY OF THE UNDERWRITTEN SHARES PRESENT.=====

**TWENTIETH ARTICLE:** FOR THE CELEBRATION OF ANY KIND OF MEETING IN THE CASE OF INCREASE OR REDUCTION OF THE CAPITAL STOCK, ISSUANCE OF OBLIGATIONS, AGREEMENT TO THE TRANSFORMATION, MERGER OR DISSOLUTION OF THE CORPORATION AND IN GENERAL ANY AMENDMENT TO THESE BY-LAWS, THE PRESENCE OF SHAREHOLDERS THAT REPRESENT 100% OF THE UNDERWRITTEN CAPITAL STOCK ARE NECESSARY. ON SECOND SUMMONS, THE PRESENCE OF SHAREHOLDERS THAT REPRESENT AT LEAST TWO THIRDS OF THE UNDERWRITTEN SHARES SHALL SUFFICE. THE AGREEMENTS ARE ADOPTED BY THE ABSOLUTE MAJORITY OF THE UNDERWRITTEN CAPITAL STOCK.=====

**TWENTY-FIRST ARTICLE:** THE GENERAL MEETINGS SHALL BE PRESIDED BY THE CHAIRMAN OF THE BOARD AND THE GENERAL MANAGER WILL ACT AS THE SECRETARY. IN THEIR ABSENCE, THE BOARD SHALL APPOINT SUBSTITUTES AMONG THOSE PRESENT.=====

**TWENTY-SECOND ARTICLE:** THE DISMISSAL OF PARTNERS, THE AMENDMENT OF THE BY-LAWS, THE INCREASE OR REDUCTION OF THE CAPITAL STOCK, ISSUANCE OF OBLIGATIONS AND THE PROCEDURES TO CONTEST THE AGREEMENTS OF THE GENERAL MEETINGS SHALL BE GOVERNED BY THE LEGAL PROVISIONS OF THE GENERAL LAW OF CORPORATIONS IN FORCE.=====

YVONNE DE MOULD  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

-----THE BOARD OF DIRECTORS-----

**TWENTY-THIRD ARTICLE:** THE CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS, TO BE COMPOSED BY NO LESS THAN 3 NOR MORE THAN 7 MEMBERS. THE GENERAL SHAREHOLDERS MEETING SHALL DETERMINE IN DUE TIME, THE NUMBER OF MEMBERS TO SIT ON THE BOARD. THE BOARD OF DIRECTORS SHALL BE RENEWED EVERY THREE YEARS. IT IS NOT NECESSARY TO BE A SHAREHOLDER IN ORDER TO BECOME THE CHAIRMAN. THE DIRECTORS MAY BE REMOVED AT ANY TIME BY THE BOARD OF DIRECTORS. THE POSITION IS PERSONAL AND CANNOT BE EXERCISED BY DELEGATION.=====

**TWENTY-FOURTH ARTICLE:** IT IS SPECIFICALLY EXPRESSED HERE FOR EVERY PURPOSE, THAT NOTWITHSTANDING THE EXPIRY OF THE TERM FOR WHICH THEY WERE APPOINTED, THE DUTIES OF THE DIRECTORS SHALL BE EXTENDED UNTIL A NEW APPOINTMENT IS MADE, AND SHALL CONTINUE TO HOLD THEIR POSITION, IN FULL USE OF THEIR POWERS, UNTIL THEY ARE DEFINITELY REPLACED. THE GENERAL SHAREHOLDERS MEETING SHALL DETERMINE THE AMOUNT OF THE COMPENSATION OF THE MEMBERS OF THE BOARD, INCLUDING THE POSSIBILITY OF RECEIVING NO COMPENSATION FOR FILLING THAT POSITION.=====

**TWENTY-FIFTH ARTICLE:** THE BOARD OF DIRECTORS SHALL BE ELECTED BY THE PROCEDURE SET FORTH IN SECTION 158 OF THE GENERAL LAW OF CORPORATIONS, FOR THE CORPORATIONS WITH NO COUNCIL OF SURVEILLANCE, AND THEREFORE IT IS OBLIGED TO ESTABLISH A BOARD OF DIRECTORS WITH REPRESENTATION OF THE

*YVONNE DE MOULD*  
Appointed Official Translator

**YVONNE DE MOULD**  
**TRADUCTORA PUBLICA JURAMENTADA**  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

MINORITY. THE BOARD OF DIRECTORS SHALL ELECT THE CHAIRMAN AMONG ITS MEMBERS, IF THE GENERAL SHAREHOLDERS MEETING HAS NOT APPOINTED ONE.=====

**TWENTY-SIXTH ARTICLE:** THE DISQUALIFICATIONS TO BECOME THE CHAIRMAN OF THE BOARD ARE SET FORTH IN SECTION 156 OF THE GENERAL LAW OF CORPORATIONS.=====

**TWENTY-SEVENTH ARTICLE:** THE POSITION OF DIRECTOR BECOMES VACANT ON THE GROUNDS SET FORTH IN SECTION 161 OF THE GENERAL LAW OF CORPORATIONS.=====

**TWENTY-EIGHTH ARTICLE:** THE BOARD OF DIRECTORS MUST MEET ONCE A YEAR, AND EVERY TIME THE CHAIRMAN OF THE BOARD, OR ANY DIRECTOR REQUESTS SO. THE CHAIRMAN OF THE BOARD SHALL CALL A MEETING OF THE BOARD, IN WRITING, AND THE NOTICE SHALL INCLUDE MENTION TO THE PLACE, DATE AND TIME OF THE MEETING. IT IS NOT NECESSARY TO SEND NOTICE IF ALL THE DIRECTORS ARE PRESENT AND AGREE TO HOLD A MEETING. THE BOARD MEETINGS SHALL BE PRESIDED BY THE CHAIRMAN OF THE BOARD, AND IN THE EVENT OF HIS ABSENCE, BY THE OLDEST OF THE DIRECTORS IN THE CORPORATION. ANY DIRECTOR CAN SUBMIT TO THE CONSIDERATION OF THE BOARD THE MATTER HE MAY BELIEVE TO BE OF INTEREST FOR THE CORPORATION.=====

**TWENTY-NINTH ARTICLE:** THE QUORUM OF THE BOARD OF DIRECTORS REQUIRES THE PRESENCE OF HALF OF ITS MEMBERS PLUS ONE, IF THE NUMBER OF DIRECTOR IS ODD, THE QUORUM REQUIRED IS THE

*Yvonne de Mould*  
**YVONNE DE MOULD**  
 Appointed Official Translator

**YVONNE DE MOULD**  
 TRADUCTORA PUBLICA JURAMENTADA  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

WHOLE NUMBER IMMEDIATELY OVER THE HALF. EACH DIRECTOR IS ENTITLED TO ONE VOTE.=====

THE AGREEMENTS OF THE BOARD OF DIRECTORS ARE ADOPTED BY THE ABSOLUTE MAJORITY OF THE VOTES OF THE PARTICIPATING DIRECTORS. IN THE EVENT OF A TIE, THE CHAIRMAN SHALL DECIDE.=====

**THIRTIETH ARTICLE:** THE BOARD MEETING AND ITS RESOLUTIONS ADOPTED THEREIN SHALL BE RECORDED IN A MINUTE BOOK, DULY LEGALIZED ACCORDING TO THE MINUTES OF THE GENERAL MEETING OF THE SHAREHOLDERS AND THE MEETINGS OF THE BOARD OF DIRECTORS CAN BE ENTERED INTO THE SAME BOOK. THE MINUTES SHALL BE RECORDED IN THE MANNER SET FORTH IN SECTION 168 OF THE GENERAL LAW OF CORPORATIONS.=====

ANY DIRECTOR IS ENTITLED TO THE RIGHT TO BE SUPPLIED WITH THE COPY OF THE MINUTES AS A WHOLE OR THE PARTS HE MAY INDICATE. THIS COPY SHALL BE ISSUED BY THE GENERAL MANAGER.

**THIRTY-FIRST ARTICLE:** THE BOARD OF DIRECTORS HAS THE GENERAL AND SPECIAL POWERS NECESSARY FOR THE ADMINISTRATION, REPRESENTATION AND MANAGEMENT OF THE CORPORATION, WITH THE FACULTY TO ENTER INTO ANY KIND OF CONTRACTS OR AGREEMENT OR PERFORM ANY KIND OF ACTS, WITHOUT RESERVATION NOR LIMITATION WHATSOEVER, WITH THE EXCEPTION OF THE MATTERS WHICH THE LAW RESERVES FOR THE GENERAL SHAREHOLDERS MEETING. WITH THE UNDERSTANDING THEREBY THAT THIS ENUNCIATION IS NOT RESTRICTIVE, BUT ONLY A DECLARATION

**YVONNE DE MOULD**  
 Appointed Official Translator

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TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

AND IT IS NOT POSSIBLE AT ANY TIME TO OBJECT THE LEGAL IDENTITY OF THE BOARD OF DIRECTORS FOR LACK OF FACULTIES AND/OR POWERS EXCEPT FOR THE SPECIFICALLY STATED. THE BOARD OF DIRECTORS IS SPECIFICALLY AUTHORIZED TO DELEGATE PARTIALLY OR TOTALLY THE FACULTIES ONTO ONE OR MORE INDIVIDUALS OR AGENTS ESPECIALLY ESTABLISHED, WHOSE APPOINTMENTS CAN BE REVOKED AT ANY TIME.=====

-----CHAPTER V-----

-----THE MANAGER-----

**THIRTY-SECOND ARTICLE:** THE CORPORATION SHALL HAVE ONE GENERAL MANAGER. IT MAY HAVE MORE THAN ONE MANAGER, ALL OF WHICH SHALL BE APPOINTED BY THE BOARD OF DIRECTORS OR THE GENERAL SHAREHOLDERS MEETING. THE POSITION OF MANAGER IS NOT INCONSISTENT WITH THAT OF DIRECTOR AND VICEVERSA. IN CASE OF ABSENCE OR TEMPORARY INABILITY OF THE GENERAL MANAGER HIS DUTIES SHALL BE AUTOMATICALLY PERFORMED BY THE CHAIRMAN OF THE BOARD OR ONE OF THE DIRECTORS, WHO WILL BE ENTITLED TO THE SAME POWERS OF THE MANAGER. THE PERFORMANCE OF THE CHAIRMAN OF THE BOARD OR A DIRECTOR IS SUFFICIENT TO PROVE THE ABSENCE OR INABILITY OF THE GENERAL MANAGER.=====

**THIRTY-THIRD ARTICLE:** THE APPOINTMENT OF THE GENERAL MANAGER MAY BE REVOKED AT ANY TIME BY THE BOARD OF DIRECTORS OR THE GENERAL SHAREHOLDERS MEETING. THE GROUNDS FOR SUCH RESTRAINT TO HOLD THE POSITION OF MANAGING

*[Handwritten signature]*  
**YVONNE DE MOULD**  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

DIRECTOR OR MANAGER ARE THE SAME AS THOSE SET FORTH IN THESE BY-LAWS AND IN THE GENERAL LAW OF CORPORATIONS FOR THE DIRECTORS. THE POSITION OF MANAGER IS PERSONAL AND UNALIENABLE.=====

**THIRTY-FOURTH ARTICLE:** THE GENERAL MANAGER IS THE EXECUTOR OF THE AGREEMENTS ADOPTED BY THE BOARD OF DIRECTORS, AND IN CONSIDERATION OF THIS CLAUSE AND WITHOUT THE NEED OF ANY OTHER POWER, THE GENERAL MANAGER SHALL HAVE THE FOLLOWING ATTRIBUTIONS TO:=====

- A) REPRESENT THE CORPORATIONS BEFORE ANY KIND OF CIVIL, POLICE, ADMINISTRATIVE, OR JUDICIAL AUTHORITIES, WITH ALL THE GENERAL AND SPECIAL FACULTIES PROVIDED FOR IN SECTIONS 74 AND 75 OF THE CODE OF CIVIL PROCEDURES AND OTHER RELEVANT LEGAL REGULATIONS ON ADMINISTRATIVE AND SPECIAL JUDICIAL PROCEDURES, SPECIALLY THOSE RELATED TO INDUSTRIAL NATURE, CONSEQUENTLY ABLE TO LITIGATE AND SATISFY A CLAIM OR AN ACCUSATION, CONFESS, COMPROMISE THE DISPUTE, TAKE IT TO AN ARBITRATION TRIBUNAL, DISMISS THE JUDICIAL PROCEEDINGS FILED, AND IN GENERAL, ENFORCE THE POWERS FOR WHICH A SPECIAL POWER IS REQUIRED, AND ABLE TO VEST POWER WITHIN THE LIMITS OF ITS FACULTIES, AS WELL AS SUBSTITUTE THIS POWER, IN PART OR IN WHOLE, RESUME IT AND SO FORTH.=====
- B) ADMINISTER THE OPERATIONS OF THE CORPORATION.=====

*YVONNE DE MOULD*  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

C) TO APPOINT OR DISMISS SERVANTS AND EMPLOYEES NECESSARY FOR THE ORDERLY CONDUCT OF THE CORPORATION, FIX AND VARY THEIR FUNCTIONS, RESPONSABILITIES AND COMPENSATION.=====

D) USE THE CORPORATION SEAL, FORWARD THE MAIL AND TELEGRAPHIC CORRESPONDENCE, KEEP THE ACCOUNTING UPDATED, INSPECTING BOOKS, DOCUMENTS AND OPERATIONS, MAKE PROVISIONS NECESSARY FOR THE NORMAL OPERATIONS OF THE CORPORATION.=====

E) INFORM THE BOARD OF DIRECTORS ON THE CONDITION AND COURSE OF THE BUSINESS.=====

F) COLLECT THE AMOUNTS DUE TO THE CORPORATION, GRANTING ALL KINDS OF RECEIPTS AND CANCELLATIONS.=====

**THIRTY-FIFTH ARTICLE:** ADDITIONALLY, THE GENERAL MANAGER OR A DIRECTOR, SIGNING JOINTLY WITH THE CHAIRMAN OF THE BOARD OR ANOTHER DIRECTOR WILL HAVE THE FOLLOWING ATTRIBUTIONS:==

A) ENTER INTO CONTRACTS TO BUY, SELL OR BARTER EVERY KIND OF PROPERTY, MOVABLE OR IMMOVABLE, PRESCRIBING THE TERMS AND CONDITIONS OF SUCH OPERATIONS, GRANTING OR SIGNING THE NECESSARY PRIVATE OR PUBLIC CONTRACTS.=====

B) MORTGAGE, PLEDGE OR IN GENERAL, PUT A LIEN OR ENCUMBRANCE UPON THE PROPERTY OF THE CORPORATION AS COLLATERAL FOR LIABILITIES OF THE CORPORATION OR A THIRD PARTY.=====

C) TO SUPPORT THE DIRECTORS, OFFICERS AND EMPLOYEES OF THE CORPORATION IN THE CASES PROVIDED FOR BY LAW.=====

D) TO SUPPORT AND/OR GUARANTEE LIABILITIES OF THIRD PARTIES.

  
**YVONNE DE MOULD**  
Appointed Official Translator



**YVONNE DE MOULD**  
**TRADUCTORA PUBLICA JURAMENTADA**  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

E) ENTER INTO AND EXECUTE THE REGULAR CONTRACTS NECESSARY TO ACHIEVE THE CORPORATION BEST PERFORMANCE, PRESCRIBING THE TERMS AND CONDITIONS OF SUCH CONTRACTS.=====

F) PERFORM ANY OTHER ACT AND TAKE OVER ANY OBLIGATION NOT SPECIFICALLY ENUMERATED HEREBY THAT HE MAY ESTEEM CONVENIENT FOR THE CORPORATION AND THE ACHIEVEMENT OF ITS OBJECTIVES.=====

G) LEASE AND SUBLEASE, ACTIVELY OR PASSIVELY, REALTY OR CHATTEL, PRESCRIBING THE TERMS, AMOUNT OF RENTAGE, AND OTHER CONDITIONS OF SUCH OPERATIONS.=====

H) OPEN, OPERATE AND CLOSE CURRENT, SAVINGS AND/OR DEMAND OR TIME DEPOSITS IN FINANCIAL OR BANKING INSTITUTIONS, MUTUAL FUNDS, SAVINGS AND LOAN ASSOCIATIONS, ETC. TO DRAW AGAINST THEM WITH OR WITHOUT PROVISION OF FUNDS, APPLY FOR AN OVERDRAW, PAYMENT IN ADVANCE AND IN GENERAL ANY KIND OF CREDIT, DIRECT OR INDIRECT, WITH OR WITHOUT SPECIFIC GUARANTEE, LEASING AND IN GENERAL TO PERFORM ANY KIND OF BANKING OR FINANCIAL OPERATION AS PROVIDED FOR BY LAW.=====

I) DRAW, COLLECT, ENDORSE, DISCOUNT, ACCEPT, GUARANTEE DRAFTS, PROMISSORY NOTES, CHECKS, WARRANTS, DEPOSIT CERTIFICATES AND IN GENERAL ALL KINDS OF SECURITIES, BONDS, CREDIT DOCUMENTS OR DOCUMENTS REPRESENTING PROPERTY OR RIGHTS.=====

-----CHAPTER VI-----

---BALANCE SHEET, DISTRIBUTION OF PROFIT, DISSOLUTION AND---

*[Handwritten Signature]*  
**YVONNE DE MOULD**  
**Appointed Official Translator**

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

-----TERMINATION OF THE CORPORATION-----

**THIRTY-SIXTH ARTICLE:** THE YEARLY BALANCE SHEET AND THE DISTRIBUTION OF PROFIT SHALL BE RULED UNDER THE PROVISIONS IN SECTIONS 250, 251, 252, 253, 254, 255, 256, 257, 258, 259,260 AND OTHERS IN EFFECT OF THE GENERAL LAW OF CORPORATIONS.=====

**THIRTY-SEVENTH ARTICLE:** THE DISSOLUTION AND LIQUIDATION OF THE CORPORATION SHALL BE RULED UNDER THE RELEVANT LEGAL REGULATIONS ABOUT THE MATTER.=====

-----FINAL PROVISIONS-----

**FIRST:** THE FIRST BOARD OF DIRECTORS OF THE CORPORATIONS IS FORMED BY THREE MEMBERS, AS FOLLOWS:=====

MR. ALFREDO DANIEL RATTI VASQUEZ, WHOSE PERSONAL DATA ACCORDING TO LAW ARE STATED IN THE INTRODUCTION OF THIS DOCUMENT, CHAIRMAN OF THE BOARD.=====

MR. GONZALO XAVIER VILLEGAS RATTI, WHOSE PERSONAL DATA ACCORDING TO LAW ARE STATED IN THE INTRODUCTION OF THIS DOCUMENT.=====

MR. ALVARO VILLEGAS RATTI, WHOSE PERSONAL DATA ACCORDING TO LAW ARE STATED IN THE INTRODUCTION OF THIS DOCUMENT.=====

**SECOND:** MR. ALFREDO DANIEL RATTI VASQUEZ, WHOSE NATIONALITY AND ADDRESS ARE STATED IN THE INTRODUCTION OF THIS DOCUMENT, IS APPOINTED GENERAL MANAGED AND IS GRANTED ALL THE PERFORMANCE FACULTIES FOR THE POSITION AS STATED IN THESE BY-LAWS IN ARTICLES 34 AND 35.=====

*YVONNE DE MOULD*  
Appointed Official Translator

**YVONNE DE MOULD**  
**TRADUCTORA PUBLICA JURAMENTADA**  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

TO THE NOTARY, KINDLY ADD THE BEGINNING AND THE END OF THE  
LAW, CAREFULLY INSERTING THE CORRESPONDING STATEMENTS AND  
ISSUE THE RELEVANT ARTICLES IN YOUR REGISTRY OF PUBLIC  
DEEDS OF THE CITY OF LIMA.=====

LIMA, MAY 22, 1997.=====

SIGNED: ALFREDO DANIEL RATTI VASQUEZ=====

SIGNED: GONZALO XAVIER VILLEGAS RATTI=====

SIGNED: ALVARO VILLEGAS RATTI=====

THE MINUTE IS AUTHORIZED BY ILEANA TRELLES SANCHEZ, ESQ.,  
LAWYER WITH REGISTRY 17767 BAR OF LIMA.=====

INSERT: BANK DEPOSIT=====

BANCO DE CREDITO DEL PERU=====

CURRENT ACCOUNTS (NATIONAL CURRENCY)=====

02-06-1997.=====

CASH: S/.50,000.00=====

TRANS AMERICAN AIRLINES S.A. TRANS AM.=====

ACCOUNT NUMBER: 236129-0-40=====

ONE SEAL: BANK OFFICE: C.C. EL POLO.= JUN.02 1997 -

CASHIER. BANCO DE CREDITO. BRANCH OF MIRAFLORES.=====

CONCLUSION:=====

INSERT: ARTICLE SEVENTY-FOUR OF THE CODE OF CIVIL  
PROCEDURES- GENERAL FACULTIES.=====

THE JUDICIAL REPRESENTATION GRANTS THE REPRESENTATIVE THE  
GENERAL ATTRIBUTIONS AND FACULTIES EXCEPT THOSE FOR WHICH  
THE LAW DEMANDS SPECIFIC FACULTIES. THE REPRESENTATION IS

*YVONNE DE MOULD*  
 Appointed Official Translator

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**TRADUCTORA PUBLICA JURAMENTADA**  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

UNDERSTOOD TO BE GRANTED FOR ALL THE PROCESS, EVEN FOR THE EXECUTION OF THE SENTENCE AND THE COLLECTION OF COSTS AND EXPENSES, LEGITIMIZING THE REPRESENTATIVE FOR HIS INTERVENTION IN THE PROCEEDING AND EXECUTION OF ALL THE ACTS OF THE SAME, EXCEPT FOR THOSE FOR WHICH THE PERSONAL AND DIRECT PARTICIPATION OF THE PRINCIPAL IS REQUIRED.-----

ANOTHER INSERT - ARTICLE SEVENTY-FIVE OF THE CODE OF CIVIL PROCEDURES - SPECIAL FACULTIES.-----

SPECIAL FACULTIES ARE TO BE GRANTED TO UNDERTAKE ALL THE ACTS OF DISPOSAL OF SUBSTANTIAL RIGHTS AND TO FILE SUIT, COUNTERCLAIM, DEFEND SUITS AND COUNTERCLAIMS, ABANDON THE PROCESS AND THE CLAIM, SETTLE THE CLAIM, RECONCILE, SETTLE, SUBMIT TO ARBITRATION THE CLAIM UNDER CONTROVERSY IN THE PROCEEDING, SUBSTITUTE OR DELEGATE THE PROCEDURAL REPRESENTATION AND FOR THE OTHER ACTS STATED BY LAW.=====

THE GRANTING OF SPECIAL FACULTIES IS GOVERNED BY THE PRINCIPLE OF LITERALITY. THE EXISTANCE OF SPECIAL FACULTIES NOT SPECIFICALLY GRANTED IS NOT PRESUMED.-----

THE INSTRUMENT HAVING BEEN FORMALIZED, THE GRANTOR READ IT, WHEREAFTER THEY ASSERTED AND CONFIRMED ITS CONTENTS WHICH I ATTEST.=====

THE PRESENT PUBLIC DEED BEGINS ON PAGE SERIES NUMBER 3012570 VTA. AND 3012601.=====

THE SIGNATURE PROCEDURE CONCLUDES ON JUNE SIX ONE THOUSAND NINE HUNDRED AND NINETY-SEVEN.=====

*YVONNE DE MOULD*  
 Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

UNDER LAW 26002 SEC. 59 SUBSEC H) LET IT BE KNOW THAT TRANS  
AMERICAN AIR LINES S.A. OPERATES UNDER THE ACRONYM OF TRANS  
AM S.A. WHICH I ATTEST. DATE UT SUPRA.=====

(ONE ILLEGIBLE SIGNATURE)

ALFREDO DANIEL RATTI VASQUEZ

(ONE ILLEGIBLE SIGNATURE)

GONZALO XAVIER VILLEGAS RATTI

(ONE ILLEGIBLE SIGNATURE)

ALVARO VILLEGAS RATTI

(ONE ILLEGIBLE SIGNATURE)

NOTARY-PUBLIC

REGISTRATION


THE ORGANIZATION OF A CORPORATION IS RECORDED UNDER FILE  
N°141034 ENTRY N° 1-A OF THE REGISTRY OF BODY CORPORATES  
LIMA, JUNE 25, 1997

(SIGNATURE)

JORGE E. ORIHUELA IBERICO

NOTARY - ATTORNEY

UPON REQUEST OF THE INTERESTED PARTY, I ISSUE THIS OFFICIAL  
TRANSCRIPT WHICH IS A TRUE COPY OF THE PUBLIC DEED WHICH I  
ATTEST. THE DATE AND LEAF IN WHICH IT IS RECORDED ARE  
MENTIONED HEREINABOVE AND IS DULY SIGNED AND AUTHORIZED BY

  
**YVONNE DE MOULD**  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

THE UNDERSIGNING NOTARY PUBLIC ACCORDING TO SECTION 83 OF  
THE LAW OF THE NOTARIES PUBLIC.

LIMA, ON THE 14<sup>TH</sup> DAY OF AUGUST, 2000

(ONE ILLEGIBLE SIGNATURE)

JORGE E. ORIHUELA IBERICO

NOTARY - ATTORNEY

.....  
I, ANTONIO VEGA ERAUSQUIN, PRESIDENT OF THE BOARD OF DEANS  
OF THE CHAMBERS OF NOTARIES OF PERU, CERTIFY that the  
signature and seals appearing on this page belong to the  
Notary of Lima, JORGE ORIHUELA IBERICO, presently in  
office.

Lima, AUGUST 28<sup>th</sup> 2000

Receipt 10384

(one illegible signature)

Antonio Vega Erasquin

President of the Board of Deans of the Chambers of Notaries  
of Peru

.....  
MINISTRY OF FOREIGN AFFAIRS OF PERU  
DIRECTION FOR CONSULAR AFFAIRS  
LEGALIZATIONS

N° 1106521

*YVONNE DE MOULD*  
Appointed Official Translator

**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

The preceding signature of Mr. Antonio Vega Erausquin is being legalized.

Note: THE SIGNATURE IS BEING LEGALIZED WITHOUT PASSING AN OPINION ON THE CONTENTS OF THE DOCUMENT.

Lima, August 31, 2000

(one illegible signature)

Antonio Barrionuevo Arenas  
Department for Consular Affairs  
Legalizations

.....  
(one round rubber stamp with shield) REPUBLIC OF PERU-  
DIRECTION FOR CONSULAR AFFAIRS-MINISTRY OF FOREIGN AFFAIRS  
(one raised seal)  
.....

I certify that these photocopies consisting of 11 pages, are true to their originals which I have seen and to which I refer in the necessary case.

Lima, September 09<sup>th</sup>, 2000

(one illegible signature) OSCAR LEYTON ZARATE

Lawyer - Notary of Lima  
.....

REPUBLIC OF PERU )  
PROVINCE AND CITY OF LIMA ) SS:  
EMBASSY OF THE )

*YVONNE DE MOULD*  
Appointed Official Translator

**YVONNE DE MOULD**  
**TRADUCTORA PUBLICA JURAMENTADA**  
 Jr. A. Miró Quesada 247 Of. 711  
 Teléfono: 428-0263  
 Fax: 372-2329  
 E-mail: camosa@terra.com.pe  
 Lima - Perú

UNITED STATES OF AMERICA )

I CERTIFY THAT THE OFFICIAL NAMED BELOW, WHOSE TRUE SIGNATURE AND OFFICIAL SEAL ARE, RESPECTIVELY, SUBSCRIBED AND AFFIXED TO THE ANNEXED DOCUMENT, WAS, ON THIS DAY, EMPOWERED TO ACT IN THE OFFICIAL CAPACITY DESIGNATED IN THE ANNEXED DOCUMENT, TO WHICH FAITH AND CREDIT ARE DUE:

ANTONIO BARRIONUEVO ARENAS

THIS EMBASSY ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THE ATTACHED DOCUMENT.

(ILLEGIBLE SIGNATURE)

KATIA J. BENNETT

VICE-CONSUL OF THE  
 UNITED STATES OF AMERICA

SEPTEMBER 5, 2000

.....

(Translator's Note) All attached pages in Spanish bear the seal:

OSCAL LEYTON ZARATE

Lawyer - Doctor in Law

NOTARY OF LIMA

Av. Aramburú 810 Lima 34 Fax: 422-0193

Tel: 441-9350 - 441-4178 - 441- 9276

(one illegible signature)

.....

**YVONNE DE MOULD**  
 Appointed Official Translator



**YVONNE DE MOULD**  
TRADUCTORA PUBLICA JURAMENTADA  
Jr. A. Miró Quesada 247 Of. 711  
Teléfono: 428-0263  
Fax: 372-2329  
E-mail: camosa@terra.com.pe  
Lima - Perú

The undersigned Official Translator certifies that this  
is a true and correct translation of the document  
attached hereto.

In witness thereof signed and sealed this fifteenth  
day of the month of November 2000

This office assumes no responsibility for the contents  
of the attached document.

  
**YVONNE DE MOULD**  
Appointed Official Translator

**0032/79**

OSCAR LEYTON ZARATE  
Abogado - Doctor en Derecho  
NOTARIO DE LIMA  
Av. Aramburú 810 Lima 34 Fax: 422-0193  
Telf: 441-9350 - 441-4178 - 441-9276

275-00

Dr. JORGE E. ORIHUELA IBERICO  
NOTARIO DE LIMA

AV. CAMINO REAL Nº 111 - 2DO. PISO - SAN ISIDRO  
TELEFAX: (511) 442-8897 442-2574 442-8907 442-6339 440-5422  
E-MAIL: notjeoi@terra.com.pe

# Testimonio

DE LA ESCRITURA DE:

CONSTITUCION DE SOCIEDAD ANONIMA  
BAJO LA DENOMINACION DE: TRANS AMERICAN AIR LINES  
S.A., SU SIGLA: "TRANS AM S.A." =

OTORGADA POR:

A FAVOR DE:

LIMA, 03 DE JUNIO DE 1997

K.60677

Fs. 6, 691 v.

SÉRIE A Nº 3012568

SEIS MIL SEISCIENTOS

NOVENTIDOS

SER DE ESTADO CIVIL CASADO CON DORA MARIA ALICIA THORNE VETTER.

SER DE OCUPACION EMPRESARIO.

QUIENES PROCEDEN POR SU PROPIO DERECHO.

LOS COMPARECIENTES SON MAYORES DE EDAD, INTELIGENTES EN EL IDIOMA CASTELLANO, A QUIENES IDENTIFICO, PROCEDEN CON CAPACIDAD, LIBERTAD Y CONOCIMIENTO, CON QUE SE OBLIGAN DE LO QUE DOY FE Y ME ENTREGAN LA SIGUIENTE MINUTA PARA QUE ELEVE A ESCRITURA PUBLICA, LA QUE ARCHIVO EN SU LEGAJA CORRESPONDIENTE BAJO EL NUMERO DE ORDEN RESPECTIVO, CUYO TENDR LITERAL ES EL SIGUIENTE:

MINUTA 1,043.

SEÑOR NOTARIO:

SIRVASE USTED EXTENDER EN SU REGISTRO DE ESCRITURAS PUBLICAS

UNA DE CONSTITUCION DE SOCIEDAD ANONIMA QUE OTORGAN: DON

ALFREDO DANIEL RATTI VASQUEZ, DE NACIONALIDAD PERUANA,

IDENTIFICADO CON L.E.NO. 06360781, L.M.NO. 2158362-50, DE

OCUPACION EMPRESARIO, DE ESTADO CIVIL DIVORCIADO, CON

DOMICILIO EN LAS PALMERAS NO. 445, SAN ISIDRO; DON GONZALO

XAVIER VILLEGAS RATTI, PERUANO, CON L.E. NO. 08271497, L.M.

NO. 246760852, DE OCUPACION ABOGADO, ESTADO CIVIL CASADO CON

CARMEN DEL PILAR BACIGALUPO BARREIRO DE VILLEGAS, CON

DOMICILIO EN LAS PALMERAS NO. 445 SAN ISIDRO; DON ALVARO

VILLEGAS RATTI CON L.E. NO. 09430379, Y L.M. NO. 2447264574,

PERUANO, DE OCUPACION EMPRESARIO, DE ESTADO CIVIL CASADO CON

MARIA ALICIA THORNE VETTER, CON DOMICILIO EN AV. JORGE BASADRE

NO. 581 SAN ISIDRO; EN LOS TERMINOS Y CONDICIONES SIGUIENTES:

PRIMERO: POR LA PRESENTE DON ALFREDO DANIEL RATTI VASQUEZ,

DON GONZALO XAVIER VILLEGAS RATTI Y, DON ALVARO VILLEGAS

RATTI, CONVIENEN EN CONSTITUIR, COMO EN EFECTO CONSTITUYEN,

**OSCAR LEYTON ZARATE**  
Abogado - Doctor en Derecho  
NOTARIO DE LIMA  
Av. Aramburú 810 Lima 34 Fax: 422-0193  
Telf: 441-9350 - 441-4178 - 441-9278

ESCRITURA NUMERO : 1,156.  
KARDEX NUMERO 60677

**CONSTITUCION DE SOCIEDAD ANONIMA**

**BAJO LA DENOMINACION DE**  
**TRANS AMERICAN AIR LINES S.A.**

**SU SIGLA: "TRANS AM S.A."**

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INTRODUCCION EN LA CIUDAD DE LIMA, A LOS TRES (03) DIAS DEL

MES DE JUNIO DE MIL NOVECIENTOS NOVENTISIETE (1997) ANTE MI:

JORGE EDUARDO ORIHUELA IBERICO, NOTARIO DE LIMA, COMPARECEN:

DON ALFREDO DANIEL RATTI VASQUEZ,

DE NACIONALIDAD PERUANA,

CON LIBRETA ELECTORAL NUMERO 06360781, SUFRAGANTE.

QUIEN DECLARA:=====

SER DE ESTADO CIVIL DIVORCIADO.=====

SER DE OCUPACION EMPRESARIO.=====

DON GONZALO XAVIER VILLEGAS RATTI.=====

DE NACIONALIDAD PERUANA.-----

CON LIBRETA ELECTORAL NUMERO 08271497, SUFRAGANTE.

QUIEN DECLARA:=====

SER DE ESTADO CIVIL CASADO CON DONA DARMEN DEL PILAR

BACIGALUPO BARREIRO DE VILLEGAS.

SER DE PROFESION ABOGADO.=====

DON ALVARO VILLEGAS RATTI.=====

DE NACIONALIDAD PERUANA.-----  
CON LIBRETA ELECTORAL NUMERO 09430379, SUFRAGANTE.

SERIE A N° 3012566

ARTICULO 1: TRANS AMERICAN AIR LINES S.A., ES UNA SOCIEDAD ANONIMA QUE GIRA BAJO ESA DENOMINACION, PUDIENDO UTILIZAR LA DENOMINACION ABREVIADA DE "TRANS AM" Y QUE TIENE POR OBJETO DEDICARSE A LA PRESTACION DE SERVICIOS AEREOS, DE CONFORMIDAD CON LA LEGISLACION DE AERONAUTICA CIVIL, ES DECIR, AL SERVICIO DE TRANSPORTE AEREO Y LOS SERVICIOS AEREOS ESPECIALES, MENCIONANDOSE, SIN QUE LA ENUNCIACION SEA LIMITATIVA, EL SERVICIO DE TRANSPORTE AEREO NACIONAL E INTERNACIONAL REGULAR Y NO REGULAR, COMPRENDIENDOSE AQUI EL SERVICIO COMBINADO Y EL SERVICIO EXCLUSIVO DE CARGA, ASI COMO EL SERVICIO AEREO ESPECIAL Y TODAS LAS DEMAS ACTIVIDADES VINCULADAS CON LO ANTERIOR, SIN RESERVA NI LIMITACION ALGUNA, TALES COMO EL ARRIENDO DE AERONAVES CON Y SIN TRIPULACION; COMO ARRENDADOR O ARRENDATARIO, MANTENIMIENTO Y REPARACION DE AERONAVES PROPIAS Y DE TERCEROS; APROVISIONAMIENTO Y ABASTECIMIENTO DE EQUIPOS, PARTES Y REPUESTOS PARA AERONAVES; SERVICIOS AEROPORTUARIOS DE DESPACHO COMERCIAL Y TECNICO DE AERONAVES PROPIAS Y DE TERCEROS; SERVICIOS DE CAPACITACION Y AGENCIAMIENTO DE EMPRESAS AEREAS; SERVICIOS RELACIONADOS CON VIAJES, RESERVAS, TURISMO Y HOTELERIA; LA PARTICIPACION EN SOCIEDADES DE CUALQUIER TIPO O ESPECIE QUE PERMITAN A LA SOCIEDAD EL CUMPLIMIENTO DE SUS FINES; LO ANTERIOR A NOMBRE PROPIO O POR CUENTA DE TERCEROS. TAMBIEN PODRA REALIZAR TODAS LAS DEMAS ACTIVIDADES QUE ACUERDE LA SOCIEDAD COMO NECESARIAS PARA EL MEJOR CUMPLIMIENTO DE SUS FINES.=====

LA SOCIEDAD PODRA DEDICARSE TAMBIEN A CUALQUIER OTRA ACTIVIDAD QUE ASI LO ACUERDE LA JUNTA DE ACCIONISTAS.=====

LA SOCIEDAD PODRA REALIZAR AERONAVES TODOS TIPOS DE AGENCIAMIENTO

OSCAR LEYTON ZARATE  
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Telf: 441-9350 - 441-4178 - 441-9276

AIR LINES S.A., PUDIENDO UTILIZAR LA DENOMINACION ABREVIADA "TRANS AM", CON UN CAPITAL INICIAL DE S/. 300,000.00 (DOSCIENTOS MIL Y 00/100 NUEVOS SOLES) INTEGRAMENTE SUSCRITO Y PAGADO EN UNA CUARTA PARTE.

SEGUNDO: EL CAPITAL DE LA SOCIEDAD SE INTEGRA POR LOS APORTES DE LAS SIGUIENTES PERSONAS:

A) DON ALFREDO DANIEL RATTI VASQUEZ, APORTA A LA SOCIEDAD LA SUMA DE S/. 196,000.00 (CIENTO NOVENTISEIS MIL Y 00/100 NUEVOS SOLES), SUSCRIBIENDO EN ESTE ACTO UN TOTAL DE 196,000 ACCIONES NOMINATIVAS DE UN VALOR NOMINAL DE UN NUEVO SOL CADA UNA, TODAS COMUNES, LAS MISMAS QUE CANCELA EN 25% CADA UNA, EN EFECTIVO.

B) DON GONZALO XAVIER VILLEGAS RATTI APORTA A LA SOCIEDAD LA SUMA DE S/. 2,000.00 (DOS MIL Y 00/100 NUEVOS SOLES) SUSCRIBIENDO EN ESTE ACTO UN TOTAL DE 2,000 ACCIONES NOMINATIVAS DE UN VALOR NOMINAL DE UN NUEVO SOL CADA UNA, TODAS COMUNES, LAS MISMAS QUE CANCELA EN 25% CADA UNA, EN EFECTIVO.

C) DON ALVARO VILLEGAS RATTI, APORTA A LA SOCIEDAD LA SUMA DE S/. 2,000.00 (DOS MIL Y 00/100 NUEVOS SOLES) SUSCRIBIENDO EN ESTE ACTO UN TOTAL DE 2,000 ACCIONES NOMINATIVAS DE UN VALOR NOMINAL DE UN NUEVO SOL CADA UNA, TODAS COMUNES, LAS MISMAS QUE CANCELA EN 25% CADA UNA, EN EFECTIVO.

TERCERO: LA SOCIEDAD QUE SE CONSTITUYE SE REGIRA POR EL SIGUIENTE ESTATUTO:

ESTATUTO  
CAPITULO I

DENOMINACION, OBJETO, DOMICILIO Y DURACION

INSCRIPCION: INSCRITA LA S.A., EN LA FICHA N° 141034, ASIENTO 1-A; DEL LIBRO DE SOCIEDADES MERCANTILES DEL REGISTRO DE PERSONAS JURIDICAS. LIMA, 25 DE JUNIO DE 1997.

SERIE A N° 3012564

PLAZO MAXIMO DE SEIS MESES, CONTADO DESDE LA FECHA DE INSCRIPCION DE LA ESCRITURA PUBLICA QUE ESTA MINUTA ORIGINE EN EL REGISTRO MERCANTIL.=====

ARTICULO 4: CADA ACCION DA DERECHO A UN VOTO, SON INDIVISIBLES Y SOLO PUEDEN SER REPRESENTADAS POR UNA SOLA PERSONA. CUANDO DOS O MAS PERSONAS SEAN PROPIETARIAS DE UNA SOLA ACCION, DEBERAN DESIGNAR UN REPRESENTANTE COMUN ANTE LA SOCIEDAD, QUIEN ESTARA ENCARGADO DEL EJERCICIO DE LOS DERECHOS DE SOCIO, SIN PERJUICIO DE QUE TODOS LOS CO-PROPIETARIOS RESPONDAN SOLIDARIAMENTE FRENTE A LA SOCIEDAD DE CUANTAS OBLIGACIONES DEVINIEREN DE LA CALIDAD DE ACCIONISTAS. LAS ACCIONES ESTARAN REPRESENTADAS POR TITULOS DESGLOSADOS DE UN LIBRO TALONARIO, PUDIENDO UN MISMO TITULO REPRESENTAR UNA O MAS ACCIONES DE UN SOLO PROPIETARIO.=====

ARTICULO 5: EL TITULO DE ACCIONES EXPRESARA OBLIGATORIAMENTE LOS REQUISITOS QUE SEÑALA EL ART. 114 DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 6: LOS TITULOS REPRESENTATIVOS DE ACCIONES SERAN SUSCRITOS POR EL PRESIDENTE DEL DIRECTORIO Y EL GERENTE GENERAL.=====

ARTICULO 7: LA SOCIEDAD LLEVARA UN LIBRO DE REGISTRO Y TRANSFERENCIA DE ACCIONES, PARA LOS EFECTOS QUE FIJA EL ART. 113 DE LA LEY GENERAL DE SOCIEDADES. LA TRANSMISION DE ACCIONES NOMINATIVAS DEBE SER COMUNICADA POR ESCRITO A LA SOCIEDAD, LA CUAL LO ANOTARA EN EL LIBRO DE REGISTRO Y TRANSFERENCIA DE ACCIONES.=====

ARTICULO 8: LA SOCIEDAD REPUTARA PROPIETARIO A QUIEN APAREZCA COMO TAL EN EL LIBRO DE REGISTRO Y TRANSFERENCIA DE ACCIONES.

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NOTARIO DE LIMA  
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COMERCIALES, FINANCIERAS, INDUSTRIALES, DE PROMOCION O DE CONSULTORIA Y EN GENERAL TODO TIPO DE ACTIVIDADES MERCANTILES QUE SEAN NECESARIAS PARA EL MEJOR CUMPLIMIENTO DE SU OBJETO SOCIAL, SIN MAS RESERVA NI LIMITACION QUE LAS QUE FIJE EL ESTATUTO Y EL REGIMEN LEGAL BAJO EL CUAL SE CONSTITUYE LA SOCIEDAD, PARA TAL EFECTO PODRA CELEBRAR TODO TIPO DE ACTOS Y CONTRATOS, ASUMIR COMPROMISOS, SOLICITAR CONCESIONES Y/O ADJUDICACIONES Y RECURRIR A FUENTES FINANCIERAS O DE APOYO PUBLICO O PRIVADO, NACIONALES, INTERNACIONALES Y/O EXTRANJERAS.

ARTICULO 2: EL DOMICILIO PRINCIPAL DE LA SOCIEDAD SE FIJA EN LA CIUDAD DE LIMA.

POR ACUERDO DEL DIRECTORIO Y EN LA FORMA, CONDICIONES Y CAPITAL QUE ESTA CONSIDERE CONVENIENTE, CUANDO SEA NECESARIO, SE PODRAN ESTABLECER SUCURSALES, AGENCIAS Y OFICINAS EN CUALQUIER LUGAR DEL PERU O DEL EXTRANJERO. EL PLAZO DE DURACION DE LA SOCIEDAD ES INDEFINIDO, INICIANDO SUS OPERACIONES EN LA FECHA DE INSCRIPCION DE LA SOCIEDAD EN EL REGISTRO MERCANTIL. LOS ACTOS REALIZADOS CON ANTERIORIDAD A LA INSCRIPCION QUEDAN SUJETOS A LO DISPUESTO POR EL ART. 4 DE LA LEY GENERAL DE SOCIEDADES.

CAPITULO II

CAPITAL SOCIAL Y ACCIONES

ARTICULO 3: EL CAPITAL DE LA SOCIEDAD ES DE DOSCIENTOS MIL NUEVOS SOLES (S/. 200,000.00) REPRESENTADO POR DOSCIENTOS MIL ACCIONES NOMINATIVAS DE UN VALOR NOMINAL DE UN NUEVO SOL CADA UNA, INTEGRAMENTE SUSCRITAS Y PAGADAS EN UNA CUARTA PARTE. EL SALDO DE CAPITAL SUSCRITO Y NO PAGADO, SERA CANCELADO EN EL



SERIE A N°

3012562

ACUERDE LA ADQUISICION DE LAS ACCIONES OFRECIDAS EN VENTA, EN TODO O EN SU PARTE, DE CONFORMIDAD CON LO PRESCRITO POR EL ART. 117 DE LA LEY GENERAL DE SOCIEDADES. EN TAL CASO, SE TENDRA EN CUENTA LO DISPUESTO EN ESTE ARTICULO RESPECTO DEL VALOR DE LAS ACCIONES PARA EFECTOS DE LA TRANSFERENCIA, Y EL PLAZO EN EL CUAL QUEDARA LIBRE EL ACCIONISTA PARA LA TRANSFERENCIA A TERCEROS.=====

ARTICULO 10: EN TODO CASO DE TRANSFERENCIA DE ACCIONES, LA SOCIEDAD RECOGERA EL TITULO ANTERIOR, LO ANULARA Y EMITIRA UN NUEVO TITULO EN FAVOR DEL NUEVO PROPIETARIO.=====

ARTICULO 11: EN TODO CASO DE PERDIDA, ROBO, EXTRAVIDO O DESTRUCCION DE UN TITULO REPRESENTATIVO DE ACCIONES NOMINATIVAS, LA SOCIEDAD EMITIRA UN NUEVO TITULO A FAVOR DE LA PERSONA QUE APAREZCA COMO PROPIETARIA DEL MISMO, SEGUN EL LIBRO DE REGISTRO Y TRANSFERENCIA DE ACCIONES, EXTENDIENDOSE UN ACTA EN LA QUE CONSTE LA ANULACION DEL TITULO ANTERIOR.===

ARTICULO 12: TODO TENEDOR DE ACCIONES, POR EL SOLO HECHO DE POSEERLAS, MANIFIESTA SU TOTAL SUJECION A LAS DISPOSICIONES DE ESTOS ESTATUTOS Y LOS ACUERDOS DE LAS JUNTAS GENERALES DE ACCIONISTAS Y DEMAS ORGANISMOS DE LA SOCIEDAD, TOMADOS CONFORME A LA LEY, SIN PERJUICIO DE LOS DERECHOS DE IMPUGNACION O SEPARACION EN LOS CASOS QUE ESTA CONCEDA.=====

-----CAPITULO III-----

-----DE LAS JUNTAS GENERALES DE ACCIONISTAS-----

ARTICULO 13: LA JUNTA GENERAL ESTA COMPUESTA POR TODOS LOS ACCIONISTAS Y REPRESENTA LA UNIVERSALIDAD DE LOS MISMOS. ES LA SUPREMA AUTORIDAD DE LA COMPANIA Y SUS DECISIONES, TOMADAS

CON SUJECION A LOS REQUISITOS ESTABLECIDOS POR ESTOS

**OSCAR LEYTON ZARATE**

Abogado - Doctor en Derecho

NOTARIO DE LIMA

Av. Aramburú 810 Lima 34 Fax: 422-0193

Tel: 441-9350 - 441-4178 - 441-8278

CUANDO SE LITIGUE LA PROPIEDAD DE ACCIONES, LA SOCIEDAD ADMITIRA EL EJERCICIO DE LOS DERECHOS DE ACCIONISTAS A LA PERSONA QUE CONFORME A LO ANTERIOR DEBA CONSIDERAR COMO TITULAR, SALVO QUE EL JUEZ RESUELVYA OTRA COSA U ORDENE LA SUSPENSION DEL EJERCICIO DE LOS DERECHOS DE ACCIONISTAS.=====

ARTICULO 9: EN TODO CASO DE EMISION DE NUEVAS ACCIONES, LOS ACCIONISTAS GOZARAN DEL DERECHO DE PREFERENCIA PARA SUSCRIBIRLAS EN PROPORCION A SU PARTICIPACION EN EL CAPITAL. EL ACCIONISTA QUE PROPONGA TRANSMITIR SUS ACCIONES, DEBERA COMUNICARLO POR ESCRITO, PREVIAMENTE, MEDIANTE CARTA DIRIGIDA AL GERENTE GENERAL DE LA COMPANIA INDICANDO EL VALOR Y LOS TERMINOS DE PAGO, LA SOCIEDAD PONDRÁ ESTE HECHO EN CONOCIMIENTO DE LOS DEMAS ACCIONISTAS EN EL PLAZO DE 10 DIAS. LOS ACCIONISTAS TENDRAN DERECHO PREFERENCIAL PARA EXPRESAR SU VOLUNTAD DE COMPRA DE TALES ACCIONES, DENTRO DE LOS 30 DIAS SIGUIENTES A LA RECEPCION DE LA NOTIFICACION DE LA GERENCIA GENERAL. SI SON VARIOS LOS QUE DESEAN ADQUIRIR LAS ACCIONES, ESTAS SE DISTRIBUIRAN ENTRE ELLOS A PRORRATA DE SU RESPECTIVA PARTICIPACION EN EL CAPITAL SOCIAL, SALVO QUE ENTRE ELLOS ADOPTEN ALGUN ACUERDO DISTINTO. TRANSCURRIDO EL PLAZO SIN QUE SE HAYA HECHO USO DE LA PREFERENCIA SOBRE LA TOTALIDAD DE LAS ACCIONES OFRECIDAS EN VENTA, EL ACCIONISTA QUEDARA LIBRE PARA TRANSFERIR LAS ACCIONES OFERTADAS, COMO UN TODO, A QUIEN LO DESEE, EN LOS MISMOS TERMINOS OFRECIDOS A LOS DEMAS ACCIONISTAS. NO SURTEN EFECTO ALGUNO FRENTE A LA SOCIEDAD LAS TRANSFERENCIAS DE ACCIONES QUE NO SE AJUSTEN A LO ESTABLECIDO EN ESTE ARTICULO.=====

LO PRESCRITO EN EL PRESENTE ARTICULO NO IMPIDE QUE LA SOCIEDAD

SERIE A N° 3012560

ARTICULO 18: PARA LOS EFECTOS DE LOS DERECHOS DE ASISTIR A LAS JUNTAS GENERALES, REPRESENTACION Y CONCURRENCIA DE TERCEROS A LAS MISMAS Y DERECHO DE EXAMINAR LOS DOCUMENTOS Y PROYECTOS RELACIONADOS CON EL OBJETO DE LA JUNTA, RIGEN INTEGRAMENTE LAS DISPOSICIONES ESTABLECIDAS EN LOS ARTICULOS 24, 127, 129, 130, 131, 132 Y DEMAS PERTINENTES DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 19: PARA LA CELEBRACION DE LAS JUNTAS GENERALES ORDINARIAS Y EXTRAORDINARIAS EN SU PRIMERA CONVOCATORIA, CUANDO NO SE TRATE DE LOS ASUNTOS MENCIONADOS EN EL ARTICULO SIGUIENTE, SE REQUIERE LA CONCURRENCIA DE ACCIONISTAS QUE REPRESENTEN POR LO MENOS LA MITAD DEL CAPITAL PAGADO. EN SEGUNDA CONVOCATORIA BASTARA LA CONCURRENCIA DE CUALQUIER NUMERO DE ACCIONES REPRESENTATIVAS.=====

EN PRIMERA Y SEGUNDA CONVOCATORIA, LOS ACUERDOS SE ADOPTARAN POR MAYORIA ABSOLUTA DE LAS ACCIONES REPRESENTATIVAS CONCURRENTES.=====

ARTICULO 20: PARA LA CELEBRACION DE CUALQUIER CLASE DE JUNTA, CUANDO SE TRATE DE AUMENTO O DISMINUCION DEL CAPITAL SOCIAL, EMISION DE OBLIGACIONES, TRANSFORMACION, FUSION O DISOLUCION DE LA SOCIEDAD Y EN GENERAL DE CUALQUIER MODIFICACION DEL ESTATUTOS, SE REQUIERE EN PRIMERA CONVOCATORIA, LA CONCURRENCIA DE ACCIONISTAS QUE REPRESENTEN EL 100% DEL CAPITAL PAGADO. EN SEGUNDA CONVOCATORIA BASTARA LA CONCURRENCIA DE ACCIONISTAS QUE REPRESENTEN LAS DOS TERCERAS PARTES DEL CAPITAL PAGADO. PARA LA VALIDEZ DE LOS ACUERDOS, SE REQUIERE EN AMBOS CASOS, EL VOTO FAVORABLE DE ACCIONISTAS QUE REPRESENTEN POR LO MENOS LA MAYORIA ABSOLUTA DEL CAPITAL

**OSCAR LEYTON ZARATE**  
Abogado - Doctor en Derecho  
NOTARIO DE LIMA  
Av. Aramburú 810 Lima 34 Fax: 422-0188  
Telf: 441-9350 - 441-4178 - 441-9278

ESTATUTOS, SON OBLIGATORIAS PARA TODOS LOS ACCIONISTAS, AUN PARA AQUELLOS QUE HUBIESEN VOTADO EN CONTRA O ESTUVIESEN AUSENTES, SIN PERJUICIO DE LOS DERECHOS DE IMPUGNACION Y/O SEPARACION QUE LA LEY CONCEDA.=====

ARTICULO 14: LAS JUNTAS GENERALES SERAN ORDINARIAS Y EXTRAORDINARIAS. SE CELEBRARAN Y CONVOCARAN DE ACUERDO A LO DISPUESTO POR LOS ARTS. 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131 Y SIGUIENTES DE LA LEY GENERAL DE SOCIEDADES.=====


ARTICULO 15: CORRESPONDE A LAS JUNTAS GENERALES ORDINARIAS LAS FACULTADES QUE SEÑALA EL ART. 122 DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 16: CORRESPONDE A LAS JUNTAS GENERALES EXTRAORDINARIAS LAS FACULTADES QUE SEÑALA EL ART. 123 DE LA LEY GENERAL DE SOCIEDADES, LA DE INTERPRETAR LOS ESTATUTOS SOCIALES Y LA DE RESOLVER CUALQUIER OTRO ASUNTO QUE HAYA SIDO OBJETO DE LA CONVOCATORIA.=====

ARTICULO 17: LAS JUNTAS GENERALES DE ACCIONISTAS DEBERAN CONVOCARSE Y SESIONAR EN LA SEDE SOCIAL DE LA CIUDAD DE LIMA.

EN CASO QUE EL DIRECTORIO DETERMINE LA CELEBRACION DE LA JUNTA EN OTRO LUGAR, CONVOCARA MEDIANTE ESQUELA Y SE DEBERA CUMPLIR SIEMPRE CON EL REQUISITO DE PUBLICACION DE AVISOS EN EL LUGAR DE LA SEDE SOCIAL, ADEMAS DE LOS QUE SE PUBLIQUEN EN LA MISMA FORMA EN EL LUGAR DE REUNION. LA JUNTA SE ENTENDERA CONVOCADA Y VALIDAMENTE CONSTITUIDA CUANDO ESTEN PRESENTES ACCIONISTAS QUE REPRESENTEN LA TOTALIDAD DEL CAPITAL PAGADO Y LOS ASISTENTES ACEPTEN POR UNANIMIDAD LA CELEBRACION DE LA JUNTA Y LOS ASUNTOS QUE EN ELLA SE HAYAN DE

SÉRIE A Nº 3012558



DIRECTORIO, PUDIENDO INCLUSO SEÑALAR LA NO PERCEPCION DE REMUNERACION POR DICHA LABOR.=====

ARTICULO 25: EL DIRECTORIO SERA ELEGIDO MEDIANTE EL PROCEDIMIENTO QUE ESTABLECE EL ART. 158 DE LA LEY GENERAL DE SOCIEDADES, PARA LAS SOCIEDADES QUE NO TENGAN CONSEJO DE VIGILANCIA, ESTANDO POR TANTO OBLIGADA A CONSTITUIR UN DIRECTORIO CON REPRESENTACION DE LA MINORIA. EL DIRECTORIO ELEGIRA DE SU SEÑO A UN PRESIDENTE, SI NO HUBIERA SIDO DESIGNADO POR LA JUNTA GENERAL DE ACCIONISTAS.=====

ARTICULO 26: LOS IMPEDIMENTOS PARA SER DIRECTOR SON LOS QUE INDICA EL ART. 156 DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 27: EL CARGO DE DIRECTOR QUEDA VACANTE POR LAS CAUSALES SEÑALADAS EN EL ART. 161 DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 28: EL DIRECTORIO SE REUNIRA NECESARIAMENTE UNA VEZ AL AÑO, Y TODA VEZ QUE LO SOLICITE EL PRESIDENTE, O CUALQUIER DIRECTOR DE LA SOCIEDAD. EL PRESIDENTE CONVOCARA A REUNION DEL DIRECTORIO, MEDIANTE ESQUELA, CON INDICACION DE LUGAR, DIA Y HORA DE LA REUNION. EL ENVIO DE ESQUELAS DE CITACION NO SERA NECESARIO SIEMPRE QUE SE ENCUENTREN PRESENTES TODO LOS DIRECTORES Y ACUERDEN SESIONAR. LAS REUNIONES DEL DIRECTORIO SERAN PRESIDIDAS POR EL PRESIDENTE, Y SI NO CONCURRIERA ESTE, POR EL DIRECTOR DE MAYOR EDAD EN LA EMPRESA. CUALQUIER DIRECTOR PUEDE SOMETER A LA CONSIDERACION DEL DIRECTORIO LOS ASUNTOS QUE CREA DE INTERES PARA LA SOCIEDAD.=====

ARTICULO 29: EL QUORUM DEL DIRECTORIO ES LA MITAD MAS UNO DE SUS MIEMBROS. SI EL NUMERO DE DIRECTORES FUERON IMPAR, EL QUORUM SERA EL NUMERO ENTERO INMEDIATO SUPERIOR AL DE LA MITAD

**OSCAR LEYTON ZARATE**

Abogado - Doctor en Derecho

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Av. Aramburú 810 Lima 34 Fax: 422-0193

Tel: 441-9350 - 441-4178 - 441-9278

SOCIAL PAGADO.=====

ARTICULO 21: LAS JUNTAS GENERALES ESTARAN PRESIDIDAS POR EL PRESIDENTE DEL DIRECTORIO, Y COMO SECRETARIO ACTUARA EL GERENTE GENERAL. EN DEFECTO DE ESTAS PERSONAS, INTERVENDRAN QUIENES DESIGNE LA JUNTA ENTRE LOS RECURRENTES.=====

ARTICULO 22: LA SEPARACION DE SOCIOS, MODIFICACION DE ESTATUTO, AUMENTO O REDUCCION DEL CAPITAL SOCIAL, EMISION DE OBLIGACIONES Y LOS PROCEDIMIENTOS DE IMPUGNACION DE ACUERDOS DE LAS JUNTAS GENERALES SE REGULARAN POR LAS DISPOSICIONES VIGENTES DE LA LEY GENERAL DE SOCIEDADES.=====

-----CAPITULO IV-----

-----DEL DIRECTORIO-----

ARTICULO 23: LA SOCIEDAD SERA ADMINISTRADA POR EL DIRECTORIO, QUE SE COMONDRA DE NO MENOS DE 3 NI MAS DE 7 MIEMBROS. LAS JUNTAS GENERALES DE ACCIONISTAS DETERMINARAN EN EL MOMENTO QUE LO CONSIDEREN OPORTUNO, EL NUMERO DE MIEMBROS QUE INTEGRARAN EL DIRECTORIO. EL DIRECTORIO SE RENOVARA CADA 3 AÑOS. NO SE REQUIERE SER ACCIONISTA PARA SER DIRECTOR. LOS DIRECTORES PUEDEN SER REMOVIDOS EN CUALQUIER MOMENTO POR LA JUNTA GENERAL DE ACCIONISTAS. EL CARGO DE DIRECTOR ES PERSONAL Y NO PUEDE SER EJERCIDO POR DELEGACION.=====

ARTICULO 24: QUEDA EXPRESAMENTE ESTABLECIDO EN TODO CASO, QUE NO OBSTANTE EL VENCIMIENTO DEL PLAZO PARA EL CUAL FUERON DESIGNADOS, LAS FUNCIONES DE LOS DIRECTORES SE ENTENDERAN PRORROGADAS HASTA QUE SE REALICE UNA NUEVA DESIGNACION, CONTINUANDO EN EL EJERCICIO DE SUS CARGOS, CON PLENO GOCE DE SUS ATRIBUCIONES, HASTA SER DEFINITIVAMENTE REEMPLAZADOS. LA JUNTA GENERAL DE

SERIE A N° 3012556

## CAPITULO V

## DE LA GERENCIA

ARTICULO 32: LA SOCIEDAD TENDRA UN GERENTE GENERAL PUDIENDO ADEMÁS CONTAR CON UNO O MÁS GERENTES, TODOS LOS CUALES SERÁN NOMBRADOS POR EL DIRECTORIO O LA JUNTA GENERAL. EL CARGO DE GERENTE NO ES INCOMPATIBLE CON EL DE DIRECTOR Y VICEVERSA. EN CASO DE AUSENCIA O IMPEDIMENTO TEMPORAL DEL GERENTE GENERAL AUTOMATICAMENTE EJERCERA SUS FUNCIONES EL PRESIDENTE DEL DIRECTORIO O UN DIRECTOR, QUIENES GOZARAN DE LAS MISMAS ATRIBUCIONES DEL GERENTE. LA ACTUACION DEL PRESIDENTE DEL DIRECTORIO O DE UN DIRECTOR ES SUFICIENTE PARA ACREDITAR LA AUSENCIA O IMPEDIMENTO DEL GERENTE GENERAL.=====

ARTICULO 33: EL NOMBRAMIENTO DE GERENTE PUEDE SER REVOCADO EN CUALQUIER MOMENTO POR EL DIRECTORIO O POR LA JUNTA GENERAL DE ACCIONISTAS. LAS CAUSALES DE IMPEDIMENTO PARA EL EJERCICIO DEL CARGO DE DIRECTOR GERENTE O GERENTE SON LAS MISMAS ESTABLECIDAS EN ESTOS ESTATUTOS Y EN LA LEY PARA LOS DIRECTORES. EL CARGO DE GERENTE ES PERSONAL E INDELEGABLE.==

ARTICULO 34: EL GERENTE GENERAL ES EL EJECUTOR DE TODOS LOS ACUERDOS DEL DIRECTORIO, Y EN VIRTUD DE ESTA CLAUSULA Y SIN NECESIDAD DE OTRO PODER GOZARA DE LAS FACULTADES SIGUIENTES:=-

A) REPRESENTAR A LA SOCIEDAD ANTE TODA CLASE DE AUTORIDADES, CIVILES, POLICIALES, ADMINISTRATIVAS, JUDICIALES, ETC., CON LAS FACULTADES GENERALES Y ESPECIALES DEL MANDATO A QUE SE REFIERE LOS ARTICULOS 74 Y 75 DEL CODIGO PROCESAL CIVIL, Y LAS PERTINENTES DE LOS DISPOSITIVOS QUE REGULEN LOS PROCEDIMIENTOS ADMINISTRATIVOS Y JUDICIALES ESPECIALES, EN

PUDIENDO EN CONSECUENCIA

**OSCAR LEYTON ZARATE**

Abogado - Doctor en Derecho

NOTARIO DE LIMA

Av. Aramburú 810 Lima 34 Fax: 422-0193

Tel: 441-9350 - 441-4178 - 441-8278

DE AQUEL. CADA DIRECTOR TIENE UN VOTO.=====  
LOS ACUERDOS DEL DIRECTORIO DEBERAN ADOPTARSE POR MAYORIA  
ABSOLUTA DE LOS DIRECTORES CONCURRENTES. EN CASO DE EMPATE,  
DECIDIRA EL PRESIDENTE.=====

ARTICULO 30: LAS REUNIONES DEL DIRECTORIO Y SUS RESOLUCIONES  
DEBERAN CONSTAR EN UN LIBRO DE ACTAS LEGALIZADO CONFORME A  
LEY, PUDIENDO EN UN MISMO LIBRO LLEVARSE LAS ACTAS DE JUNTAS  
GENERALES Y DE DIRECTORIO. LAS ACTAS DEBERAN LLEVARSE EN LA  
FORMA ESTABLECIDA POR EL ART. 168 DE LA LEY GENERAL DE  
SOCIEDADES.=====

CUALQUIER DIRECTOR TIENE DERECHO A QUE SE LE PROPORCIONE COPIA  
DEL ACTA EN SU INTEGRIDAD O DE LAS PARTES QUE EL SEÑALE. LA  
COPIA SERA EXPEDIDA POR EL GERENTE GENERAL.=====

ARTICULO 31: EL DIRECTORIO ESTA INVESTIDO DE TODOS LOS  
PODERES GENERALES Y ESPECIALES QUE SE REQUIERAN PARA LA  
DIRECCION, REPRESENTACION Y MANEJO DE LA SOCIEDAD, TENIENDO  
FACULTAD PARA CELEBRAR ACUERDOS DE TODA ESPECIE, ACTOS Y  
CONTRATOS DE TODA INDOLE, SIN RESERVA NI LIMITACION ALGUNA,  
SALVO LAS OPERACIONES EXPRESAMENTE RESERVADAS POR LA LEY A LAS  
JUNTAS GENERALES DE ACCIONISTAS, ENTENDIENDOSE POR TANTO QUE  
ESTA ENUMERACION NO ES RESTRICTIVA SINO MERAMENTE ENUNCIATIVA,  
NO PUDIENDO EN NINGUN MOMENTO OBJETARSE LA PERSONERIA DEL  
DIRECTORIO POR FALTA DE FACULTADES Y/O ATRIBUCIONES SALVO LAS  
EXPRESAMENTE SEÑALADAS. EL DIRECTORIO ESTA EXPRESAMENTE  
AUTORIZADO ADEMAS PARA DELEGAR PARCIAL O TOTALMENTE SUS  
ATRIBUCIONES EN UNA O MAS PERSONAS O APODERADOS ESPECIALMENTE  
CONSTITUIDOS, PUDIENDO EN CUALQUIER MOMENTO REVOCAR TALES  
OPERACIONES.=====



SERIE A N° 3012554

- B) HIPOTECAR, PRENDAR Y EN GENERAL CONSTITUIR CUALQUIER TIPO DE GRAVAMEN O CARGA SOBRE LOS BIENES DE LA SOCIEDAD EN GARANTIA DE OBLIGACIONES DE LA SOCIEDAD O DE TERCEROS.=====
- C) AFIANZAR A LOS DIRECTORES, FUNCIONARIOS Y EMPLEADOS DE LA EMPRESA EN LOS CASOS PERMITIDOS POR LEY.=====
- D) AFIANZAR Y/O AVALAR OBLIGACIONES DE TERCEROS.=====
- E) CELEBRAR LOS CONTRATOS QUE SEAN NECESARIOS PARA EL MEJOR DESARROLLO DEL OBJETO DE LA SOCIEDAD, FIJANDO LOS TERMINOS Y CONDICIONES DE LOS MISMOS.=====
- F) REALIZAR CUALQUIER OTRO ACTO Y ASUMIR CUALQUIER OBLIGACION NO EXPRESAMENTE ENUMERADA EN ESTE ARTICULO QUE ESTIME CONVENIENTE PARA LA SOCIEDAD Y EL CUMPLIMIENTO DE SUS FINES.
- G) ARRENDAR Y SUBARRENDAR ACTIVA O PASIVAMENTE MUEBLES Y/O INMUEBLES, FIJANDO LOS PLAZOS, MONTOS DE MERCED CONDUCTIVA Y DEMAS CONDICIONES.=====
- H) ABRIR, OPERAR Y CERRAR CUENTAS CORRIENTES, DE AHORROS Y/O DEPOSITOS A LA VISTA O A PLAZO EN INSTITUCIONES BANCARIAS Y FINANCIERAS, MUTUALES, COOPERATIVAS, ETC., GIRAR CONTRA ELLAS CON O SIN PROVISION DE FONDOS, SOLICITAR SOBREGIROS, AVANCES Y EN GENERAL TODA CLASE DE CREDITOS, DIRECTOS O INDIRECTOS, CON GARANTIA ESPECIFICA O SIN ELLA, LEASINGS Y EN GENERAL REALIZAR TODA OPERACION BANCARIA O FINANCIERA PERMITIDA POR LA LEY.===
- I) GIRAR, COBRAR, ENDOSAR, DESCONTAR, ACEPTAR, AVALAR LETRAS DE CAMBIO, VALES, PAGARES, CHEQUES, WARRANTS, CERTIFICADOS DE DEPOSITO Y EN GENERAL, TODA CLASE DE VALORES, TITULOS VALORES, DOCUMENTOS DE CREDITOS O DOCUMENTOS REPRESENTATIVOS DE BIENES O DERECHOS.=====

OSCAR LEYTON ZARATE

Abogado - Doctor en Derecho  
NOTARIO DE LIMA  
Av. Aramburú 810 Lima 34 Fax: 422-0183  
Telf: 441-9350 - 441-4178 - 441-9278

ENTABLAR Y CONTESTAR DEMANDAS Y DENUNCIAS, PRESTAR CONFESION,  
TRANSIGIR EL PLEITO, SOMETERLO A ARBITRAJE, DESISTIRSE DE LOS  
PROCEDIMIENTOS INICIADOS, Y EN GENERAL, HACER USO DE LAS  
FACULTADES PARA LOS CUALES SE REQUIERE PODER ESPECIAL,  
PUDIENDO CONFERIR PODERES DENTRO DEL LIMITE DE SUS  
ATRIBUCIONES, ASI COMO SUSTITUIR EN TODO O EN PARTE ESTE  
PODER, REASUMIRLO Y ASI SUDESIVAMENTE.=====

B) DIRIGIR LAS OPERACIONES DE LA SOCIEDAD.=====

C) CONTRATAR Y SEPARAR EL PERSONAL SUBALTERNO Y A LOS  
EMPLEADOS QUE SEAN NECESARIOS PARA LA BUENA MARCHA DE LA  
SOCIEDAD, FIJAR SUS ATRIBUCIONES, RESPONSABILIDADES Y

REMUNERACION.=====

D) USAR EL SELLO DE LA SOCIEDAD, EXPEDIR LA CORRESPONDENCIA  
EPISTOLAR Y TELEGRAFICA, CUIDAR QUE LA CONTABILIDAD ESTE AL  
DIA, INSPECCIONANDO LIBROS, DOCUMENTOS Y OPERACIONES Y DICTAR  
LAS DISPOSICIONES NECESARIAS PARA EL NORMAL FUNCIONAMIENTO DE  
LA COMPANIA.=====

E) DAR CUENTA AL DIRECTORIO CUANDO ESTE SE LO SOLICITE DE LA  
MARCHA Y ESTADO DE LOS NEGOCIOS.=====

F) COBRAR LAS SUMAS QUE PUDIERAN ADEUDARSE A LA SOCIEDAD,  
OTORGANDO TODA CLASE DE RECIBOS Y CANCELACIONES.=====

ARTICULO 35: ASIMISMO, EL BERENTE GENERAL O UN DIRECTOR,  
FIRMANDO CONJUNTAMENTE CON EL PRESIDENTE DEL DIRECTORIO Y OTRO

DIRECTOR GOZARAN DE LAS ATRIBUCIONES SIGUIENTES:=====

A) CELEBRAR CONTRATOS DE COMPRA-VENTA O PERMUTA DE TODA CLASE  
DE BIENES, SEAN MUEBLES O INMUEBLES, FIJANDO LOS TERMINOS Y  
CONDICIONES DE TALES OPERACIONES, OTORGANDO O FIRMANDO LOS  
QUE SEAN NECESARIOS.=====

SERIE A N° 3012552

LIMA, 22 DE MAYO DE 1997.

FIRMADO: ALFREDO DANIEL RATTI VASQUEZ.

FIRMADO: GONZALO XAVIER VILLEGAS RATTI.

FIRMADO: ALVARO VILLEGAS RATTI.

AUTORIZADA LA MINUTA POR LA DRA. ILEANA TRELLES SANCHEZ,

ABOGADO CON REGISTRO 17767 DEL COLEGIO DE ABOGADOS DE LIMA.

INSERTO. - DEPOSITO BANCARIO.

BANCO DE CREDITO DEL PERU.

CUENTAS CORRIENTE M.N.

02-06-1997.

EFE: S/. 50,000.00.

TRANS AMERICAN AIRLINES S.A. TRANS AM.

CODIGO DE CUENTA : 236129-0-40.

UN SELLO: AGENCIA :- C.C. EL POLO. = 02-JUN-1997. - CAJ. TERM. -

BANCO DE CREDITO. - SUCURSAL DE MIRAFLORES.

CONCLUSION.

INSERTO. - ARTICULO SETENTA Y CUATRO DEL CODIGO PROCESAL

CIVIL. - FACULTADES GENERALES.

LA REPRESENTACION JUDICIAL CONFIERE AL REPRESENTANTE LAS

ATRIBUCIONES Y POTESTADES GENERALES QUE CORRESPONDEN AL

REPRESENTADO, SALVO AQUELLAS PARA LAS QUE LA LEY EXIGE

FACULTADES EXPRESAS. LA REPRESENTACION SE ENTIENDE OTORGADA

PARA TODO EL PROCESO, INCLUSO PARA LA EJECUCION DE LA

SENTENCIA Y EL COBRO DE COSTAS Y COSTOS, LEGITIMANDO AL

REPRESENTANTE PARA SU INTERVENCION EN EL PROCESO Y REALIZACION

DE TODOS LOS ACTOS DEL MISMO, SALVO AQUELLOS QUE REQUIERAN LA

INTERVENCION PERSONAL Y DIRECTA DEL REPRESENTADO.

OTRO INSERTO. - ARTICULO SETENTA Y CINCO DEL CODIGO PROCESAL

**OSCAR LEYTON ZARATE**

Abogado - Doctor en Derecho

NOTARIO DE LIMA

Av. Aramburú 810, Lima 34. Fax: 422-0033

Tel: 441-9350 - 441-4178 - 441-9878

DEL BALANCE ANUAL, DISTRIBUCION DE UTILIDADES, DISOLUCION Y

~~LIQUIDACION DE LA SOCIEDAD~~

ARTICULO 36: EL BALANCE Y DISTRIBUCION DE UTILIDADES DE LA SOCIEDAD SE REGULARAN POR LO DISPUESTO EN LOS ARTS. 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260 Y DEMAS DISPOSICIONES VIGENTES DE LA LEY GENERAL DE SOCIEDADES.=====

ARTICULO 37: LA DISOLUCION Y LIQUIDACION DE LA SOCIEDAD EN CASO DE SER ACORDADA, SE REGULARA DE CONFORMIDAD CON LAS DISPOSICIONES LEGALES SOBRE LA MATERIA.=====

~~DISPOSICIONES FINALES~~

PRIMERO: EL PRIMER DIRECTORIO DE LA SOCIEDAD QUEDA CONFORMADO POR TRES MIEMBROS, DE LA SIGUIENTE MANERA:=====

DON ALFREDO DANIEL RATTI VASQUEZ, CUYAS GENERALES DE LEY SE SEÑALAN EN LA INTRODUCCION DEL PRESENTE CONTRATO; QUIEN LA PRESIDRA.=====

DON GONZALO XAVIER VILLEGAS RATTI, CUYAS GENERALES DE LEY SE SEÑALAN EN LA INTRODUCCION DEL PRESENTE CONTRATO.=====

DON ALVARO VILLEGAS RATTI, CUYAS GENERALES DE LEY SE SEÑALAN EN LA INTRODUCCION DEL PRESENTE CONTRATO.=====

SEGUNDO: SE NOMBRA COMO GERENTE GENERAL DE LA SOCIEDAD A DON ALFREDO DANIEL RATTI VASQUEZ, CUYA NACIONALIDAD Y DOMICILIO SE INDICAN EN LA INTRODUCCION DEL PRESENTE CONTRATO, A QUIEN SE

LE CONFIEREN LAS FACULTADES DE ACTUACION QUE PARA DICHO CARGO CONTEMPLAN ESTOS ESTATUTOS EN SUS ARTICULOS 34 Y 35.=====

AGREGUE USTED SEÑOR NOTARIO, EL PRINCIPIO Y FINAL DE LEY, CUIDANDO DE HACER LOS INSERTOS CORRESPONDIENTES Y CUMPLA CON

PASAR LOS PARTES RESPECTIVOS AL REGISTRO MERCANTIL DE LIMA

SERIE UNO DE REGISTROS EXTERIORES DEL PERU  
DIRECCION GENERAL DE ASUNTOS CONSULARES  
LEGALIZACIONES SEIS MIL SETECIENTOS UNO

No. 106521

Se legaliza la firma que antecede de:

Alvaro Vega R. Pizarro

Nota: SE LEGALIZA LA FIRMA SIN JUZGAR  
EL CONTENIDO DEL DOCUMENTO

Lima, 31 AGO 2000



ANTONIO BARRIONUEVO ARENAS  
DIRECCION DE TRAMITES CONSULARES  
LEGALIZACIONES

GONZALO XAVIER VILLEGAS RATTI

CERTIFICO: Que las presentes Copias Fotostaticas  
que constan de (11) Fojas Son Exactamente  
Iguales a sus originales que he tenido a la vista

ALVARO VILLEGAS RATTI

de tal modo que me remito en caso necesario.

09 SET. 2000

Lima

INSCRIPCION

INSCRITA LA S.A., EN LA FICHA No.

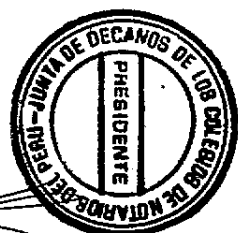
SOCIEDADES MERCANTILES DEL REGISTRO

25 DE JUNIO DE 1,997.



OSCAR LEYTON ZARAT  
DE LA ABOGACIA DOCTOR EN DERECHO  
NOTARIO DE LIMA

JORGE E. ORTIZ DELA IBERICO  
Notario Abogado



A solicitud de parte interesada, expido este Testimonio, el mismo  
que concuerda con el instrumento matriz de su referencia de lo que  
doy fé y al que me remito en caso necesario. La fecha y foja en que  
corre obra en la transcripción que precede y se encuentra debida-  
mente suscrito por el(los) compareciente(s) y autorizado por el notario  
que certifica según artículo 83 de la LEY DEL NOTARIADO.

Lima, 14 AGO 2000

JORGE E. ORTIZ DELA IBERICO  
Notario Abogado

JUNTA DE DECANOS DE LOS COLEGIOS  
NOTARIOS DEL PERU, CERTIFICO: Que la  
sellos que aparecen en esta foja corresponden a  
de Lima; JORGE ORTIZ DELA IBERICO, en  
actual ejercicio.-

Rol, 10384

Lima, 28 de agosto

ANTONIO VEGA ERAUS  
Presidente de la Junta de D  
de los Colegios de Notarios

442-6339

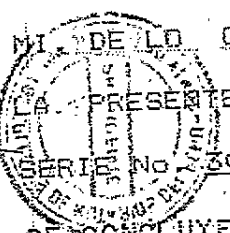
**OSCAR LEYTON ZARATE**  
Abogado - Doctor en Derecho  
NOTARIO DE LIMA  
Av. Aramburú 810 Lima 34 Fax: 422-0193  
Telf: 441-9350 - 441-4178 - 441-8278

CIVIL.- FACULTADES ESPECIALES.

SE REQUIERE EL OTORGAMIENTO DE FACULTADES ESPECIALES PARA REALIZAR TODOS LOS ACTOS DE DISPOSICION DE DERECHOS SUSTANTIVOS Y PARA DEMANDAR, RECONVENIR, CONTESTAR DEMANDAS Y RECONVENCIONES, DESISTIRSE DEL PROCESO Y DE LA PRETENSION, ALLANARSE A LA PRETENSION, CONCILIAR, TRANSIGIR, SOMETER A ARBITRAJE LAS PRETENSIONES CONTROVERTIDAS EN EL PROCESO, SUSTITUIR O DELEGAR LA REPRESENTACION PROCESAL Y PARA LOS DEMAS ACTOS QUE EXPRESE LA LEY.

EL OTORGAMIENTO DE FACULTADES ESPECIALES SE RIGE POR EL PRINCIPIO DE LITERALIDAD. NO SE PRESUME LA EXISTENCIA DE FACULTADES ESPECIALES NO CONFERIDAS EXPLICITAMENTE.

FORMALIZADO EL INSTRUMENTO, SE INSTRUYERON LOS OTORGANTES DE SU OBJETO POR LA LECTURA QUE DE TODO EL HICIERON, DESPUES DE LO CUAL SE AFIRMAN Y RATIFICAN EN SU CONTENIDO Y FIRMAN ANTE



MI DE LO QUE DOY FE.  
LA PRESENTE ESCRITURA PUBLICA SE INICIA EN LOS PAPELES DE SERIE No. 3012570 VTA, Y No. 3012601  
SE CONCLUYE EL PROCESO DE FIRMAS DE ESTE INSTRUMENTO CON FECHA SEIS DE JUNIO DE MIL NOVECIENTOS NOVENTISIETE.

LEY 26002 ART. 59 INC. H) SE DEJA CONSTANCIA QUE LA COMPANIA TRANS AMERICAN AIR LINES S.A. TIENE POR SIGLA LA DE TRANS AM S.A. DOY FE. FECHA UT SUPRA.

OSCAR LEYTON ZARATE  
NOTARIO DE LIMA

*[Handwritten signature]*

*[Handwritten signature]*

**OSCAR LEYTON ZARATE**  
Abogado - Doctor en Derecho  
**NOTARIO DE LIMA**  
Av. Aramburú 810 Lima 34 Fax: 422-0193  
Telf: 441-9350 - 441-4178 - 441-8276

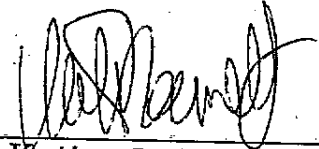
Republic of Peru )  
Province and City of Lima )  
Embassy of the )  
United States of America )

ss:

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was, on this day, empowered to act in the official capacity designated in the annexed document, to which faith and credit are due:

ANTONIO BARRIONUEVO ARENAS

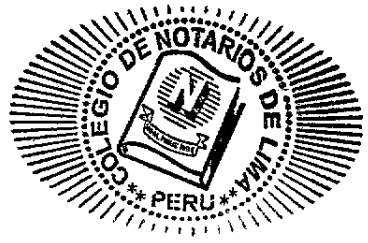
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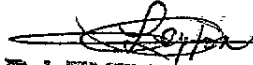


Katia J. Bennett  
Vice-Consul of the  
United States of America

September 5, 2000  
(Date)

**CERTIFICADO:** Que esta Copia fotostática es exactamente  
Igual a su original, el cual he tenido a la vista y al que  
me remito en caso necesario.  
**ACT No** \_\_\_\_\_ **Lima** **09 SET. 2000**



  
**OSCAR LEYTON ZARATE**  
ABOGADO DOCTOR EN DERECHO  
NOTARIO DE LIMA