

F00000005314

INITIAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HELICOPTEROS del CARIBE C.A. (Helica)
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

ALFREDO F. Rodriguez

(Name of Person)

FRANKLIN FINANCIAL

(Firm/Company)

8249 NW 36 ST SUITE 208

(Address)

MIAMI, FL 33166.

(City/State and Zip code)

400003394594--6
-09/15/00--01051--010

For further information concerning this matter, please call:

*****87.50 *****87.50

ALFREDO Rodriguez

(Name of Person)

at (305) 594-4355.

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

FILED
09 SEP 15 PM 3:55
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

SL

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

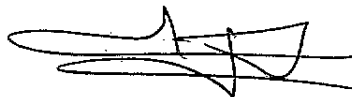
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HELICOPTEROS DEL CARIBE C.A.
(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. VENEZUELA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09-21-1977 5. 20 YRS EXTENDABLE
(Date of incorporation) (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. BASE Helipuerto Simon Bolivar LADO Oeste Torre Control
Aeropuerto Internacional Simon Bolivar
MAIGUETA, EDO. VARADERO - VENEZUELA
(Principal office address)
(Current mailing address)
8. PILOT SCHOOL, Air Cargo & Airline
(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: Alfredo F. Rodriguez
Office Address: 8249 NW 36 ST
Miami FL, Florida 33166
(City) (Zip code)

FILED
NO SEP 15 PM 3:55
TALLAHASSEE, FLORIDA

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.

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

A. DIRECTORS

Chairman: Henry Hoyos Sosa

Address: Base Helipuerto Simón Bolívar, lado Oeste Torre de Control, Aeropuerto Internacional Simón Bolívar Venezuela

Vice Chairman: _____

Address: _____

Director: Miguel DomPere

Address: Same AS ABOVE

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Guillermo Hoyos

Address: Same AS ABOVE

FILED
100 SEP 15 AM 3:55
TALLAHASSEE, FLORIDA

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

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

14. Henry Hoyos Sosa
(Typed or printed name and capacity of person signing application)

804

Terminada

República Bolivariana de Venezuela



MINISTERIO DEL INTERIOR Y JUSTICIA

Se legaliza la firma que antecede del ciudadano:

JULIO VENEGAS FILARDO

quien es como se titula, **Registrador Principal del Distrito Federal**

Se advierte que la presente legalización no prejuzga acerca de
ningún otro extremo de fondo ni de forma.

Caracas, 10 de abril de 2000
Años 189° y 141°

Por el Ministro,

VALENTINA MORETTI PAEZ
Directora General de
Registros y Notarías (E)

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.548
Credencial N° 263



015743

Convention de La Haya

1. País: VENEZUELA

El presente documento es

- 2. Ha sido suscrito por:** *Volentina Morelli*
3. Actuando en su calidad de: *Director*
4. Llenado el sello/timbre de: *rgp. Justicia*

5. En Caracas (día, mes, año):

19 ABR 2000

7. Por: *D. G. R.*

8. N°: *05743*



HENRY SIERRA HERNANDEZ
Ministro Consejero
Director del Servicio Consular Nacional
Res. DGSP N° 032 del 26-03-99

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

REPÚBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante	
Numero de Identificación	
Base Legal	

H-98-3184946
5.73
CINCO MIL BOLÍVARES

SENAT

VERIFICADO
POR: *[Signature]*



REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DE INTERIOR Y JUSTICIA
OFICINA PRINCIPAL DE REGISTRO PUBLICO
DEL DISTRITO CAPITAL
CARACAS

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

PARA DAR CUMPLIMIENTO AL ART. 126 DE LA LEY DE REGISTRO PUBLICO. SE
LEGALIZA LA FIRMA DEL () CIUDADANO ().

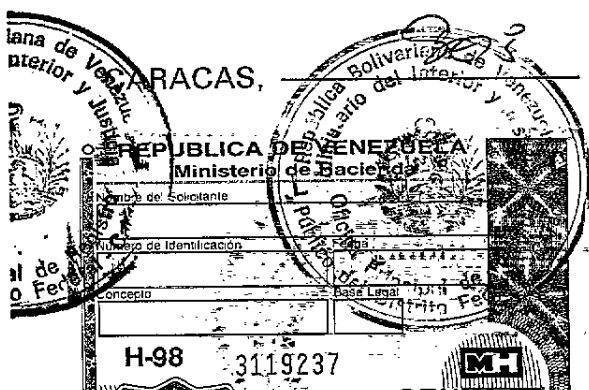
MARIA TERESA SUSMELHI CASTILLO

QUIEN () PARA LA FECHA DEL ACTO QUE SUSCRIBE ().

*Registrador Mercantil primero de la
Circunscripción Judicial del Distrito
Federal y Estado Miranda.*

LA PRESENTE LEGALIZACION NO PREJUZGA ACERCA DE NINGUN OTRO EX-
TREMOS DE FONDO NI DE FORMA.

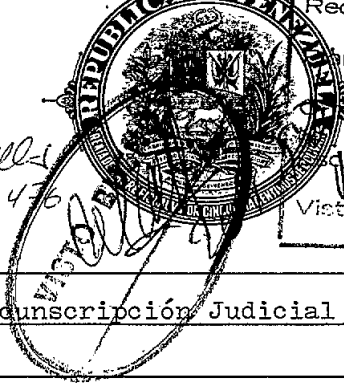
DERECHOS DE REG. Bs. 4800 ()
TIMBRES FISCALES Bs. 4032 ()
TOTAL Bs. 8832 ()



106 DE *Julio* DE 2006

Julio Venegas Filardo
REGISTRADOR PRINCIPAL DEL
DISTRITO FEDERAL

Virginia Rachadell
IPSA N° 11.476



Recibido: 28 SET. 1977
Anilla N°
Ejido:
H-75 No. 10435564
Visto Bueno: 513

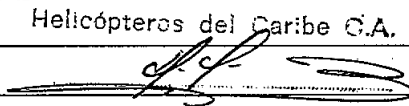
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(1)
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Ciudadano
Registrador de la Circunscripción Judicial del Distrito Federal y
Estado Miranda.-- 93419
Yo, Henry Hoyos Sosa Venezolano, mayor de edad, de este domicilio y
mejor identificado con la Cédula de Identidad No. 1.732.765, ante
Vd, con el debido acatamiento y respeto ocurro para exponer: De con-
formidad con lo establecido en el Artículo 15 del Título Septimo del
Acta Constitutiva y Estatutos Sociales y en cumplimiento de lo pau-
tado en el Artículo 215 del Código de Comercio acompaño el Documento
Constitutivo de "HELICOPTEROS DEL CARIBE, C.A." así como también el In-
ventario de Bienes que corresponde al aporte porcentual de los so-
cios, con el ruego de que previo cumplimiento de las formalidades
de Ley se sirva ordenar el Registro y Fijación, y me sea expedida co-
pia certificada con el auto que recaiga sobre ella a los fines de -
darle cumplimiento a las publicaciones de Ley.-- Es Justicia.--
Caracas, once de septiembre de mil novecientos setenta y siete.--

HENRY HOYOS SOSA
Presidente

Manuel Cedeno Berrueta
Qualified Public Translator
LC. N° V-3,350,546
Credencial N° 263



1 En Caracas, Distrito Federal, en las oficinas donde funciona la Empresa Helicópteros
2 del Caribe, C.A. situadas en la Avenida Principal de Santa Fe, Edificio Artico, 2°
3 piso Oficina N°21-B, se reunieron, previa convocatoria los señores accionistas de
4 Helicópteros del Caribe, C.A. Henry Hoyos y Miguel Dempere Portolés. Asamblea que se
5 verificó de acuerdo con la convocatoria privada enviada a cada uno de los señores
6 accionistas, con la debida anticipación, la cual es del tenor siguiente:-----
7 -----Helicópteros del Caribe C.A. -----
8 -----Capital suscrito y pagado Bs1.000.000.00-----
9 -----Domicilio- Caracas.-----
10 -----CONVOCATORIA-----
11 Se convoca a los señores Accionistas de Helicópteros del Caribe, C.A. para una Asam-
12 blea General Extraordinaria de Accionistas de la Compañía, que se celebrara en las
13 oficinas de la Empresa, situadas en la Avenida Principal de Santa Fé, Edificio Arti-
14 co 2°Piso N°21-B. Caracas a las 4.00 P.M., a fin de conocer de la ratificación de
15 la Junta Directiva..
16 Caracas, Siete de Septiembre de Mil novecientos setenta y nueve.
17 ----- Fdo.
18 Helicópteros del Caribe C.A.
19 
20 Presidió la Asamblea el Señor Henry Hoyos Sosa y actuó como Secretario el señor
21 Eusebio Rodríguez-----
22 Seguidamente el Secretario preparó la lista de asistentes en la cual aparecen que
23 estaban presentes y debidamente representados los señores:
24 -----HENRY HOYOS SOSA.....500 Acciones-----
25 ----- MIGUEL DEMPERE P.....500 Acciones-----
26 -----Total....1.000 Acciones-----
27 -----
28 A continuación el Presidente de la Asamblea manifestó que por cuanto se encontraban
29 presentes la totalidad de las Acciones que integran el capital social y la Asamblea
30 había sido legalmente convocada, la Asamblea debía de considerarse válidamente

REGISTRO MERCANTIL I
CIRCUNSCRIPCION JUDICIAL
DITO. FEDERAL Y EDO. MIRANDA
INUTILIZADO



31 constituida----- 31
32 Puesto en consideración lo expuesto por el Presidente, se aprobó por unanimidad de 32
33 de votos en vista de lo cual se procedió a considerar el orden del día----- 33
34 Manifestó el Presidente que de conformidad con la Convocatoria el punto único era 34
35 el de considerar y resolver acerca de la ratificación de la Junta Directiva, quedan 35
36 do constituida dicha Junta así: Capitán Henry Hoyos Sosa, Presidente; Miguel Dempere 36
37 Gerente General; Guillermo Hoyos Sosa, Comisario, lo cual fue aprobado por unani- 37
38 midad de votos. No habiendo más asunto que tratar, se levantó la Sesión, terminó, 38
39 se leyó y conformes firman.----- 39

40 Edo. 40

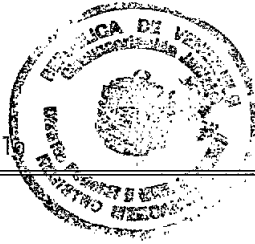
41
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43 Henry Hoyos Sosa 43

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43 Miguel Dempere P. 43

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45 Manuel Cedeño Bermea 45
46 Qualified Public Translator 46
47 I.C. N° V-3359.546 47
48 Credencial N° 263 48
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Quien suscribe hace constar que las anteriores reproducciones fotostáticas, constante de 9 folios, son copia fiel y exacta de las que corren insertas al expediente número 93419 las cuales se expiden en Caracas en el día: 29 de MARZO del año 2000 según planilla RM N°: 731532

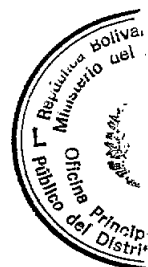
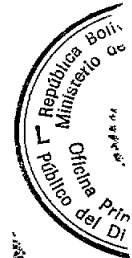
El Registrador Mercantil Primero
Dra. María Teresa Lusinchi Castillo



18

Registro Mercantil Primero
Los Timbres Fiscales por el monto
de 2.496.00 han sido cancelados
mediante planilla F-16 N° 0517348
en fecha 30-03-2000, según Gaceta
Oficial N° 36.882, de fecha: 1-2-2000.

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 283



REGISTRO MERCANTIL PRIMERO DE EX SUBSCRIPCION
JUDICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

Caracas, 09 de Mayo de 1912 de mil nove-
cientos SETENTA Y NUEVE 170º y 121º Por presenta-

do el anterior documento por su FIRMANTE para su

inscripción en el Registro Mercantil y fijación. Hágase de conformi-

dad y ARCHIVASE original. El anterior documento

redactado por DR. ALEJANDRO VILLORIA,

se inscribe en el Registro de Comercio bajo el N° 42

Tomo 183 -A Pro. Derechos pagados Bs.35 EFVO, según

planilla N° 15113 La identificación se efectuó así:

HENRY HOYOS SBSA, POR C.T. N° 1237265

El Registrador Mercantil

PRIMERO



Manuel Cedeño-Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 28

REGISTRO MERCANTIL I
CIRCUNSCRIPCION JUDICIAL
DTTO. FEDERAL Y DDO. MIRANDA
1937-1940

Dr. MELANDEZ VILLALBA

Abogado N.º 9850



Planilla Registro N.º

Planilla Banco N.º

Declaración

H-78 14 NOV. 1979

Visto Luen N.º 3938

90

1 Ciudadano. -----

2 Registrador Mercantil de la Circunscripción Judicial del Distrito Federal y Estado 2

3 Miranda. ----- 93.419 3

4 Su Despacho. ----- 4

5 Yo, Henry Hoyos Sosa, mayor de edad, Venezolano, comerciante de este domicilio y 5

6 titular de la cédula de Identidad N.º 1.732.765 procediendo en este acto en mi carac- 6

7 ter de Presidente de Helicópteros del Caribe, Compañía Anónima, Empresa Mercantil 7

8 de este domicilio, inscrita en el Registro Mercantil de la Circunscripción Judi- 8

9 cial del Distrito Federal y Estado Miranda, el día 21 de Septiembre de 1.977, bajo 9

10 el N.º 77, Tomo 96-A y suficientemente autorizado para este para este Acto por el 10

11 Documento Constitutivo y Estatutario de mi representada, ante Usted muy respetuo- 11

12 samente ocurro para presentarle copia de la Asamblea General Extraordinaria de Ac- 12

13 cionistas, de mi representada, celebrada el día 21 de Septiembre de 1.979, en la 13

14 cual se ratificó la Junta Directiva de mi representada Helicopteros Del Caribe, 14

15 Compañía Anónima, la cual quedó constituida así: Para el cargo de Presidente, Capi- 15

16 tán Henry Hoyos Sosa; Gerente General, Miguel Dempere P.; Comisario, Guillermo Hoyos 16

17 Sosa. ----- 17

18 Participación que hago a Usted a los fines de su Registro, fijación y publicación. 18

19 Caracas, 8 de Noviembre de 1.979. ----- 19

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21 Helicópteros del Caribe C.A. 21

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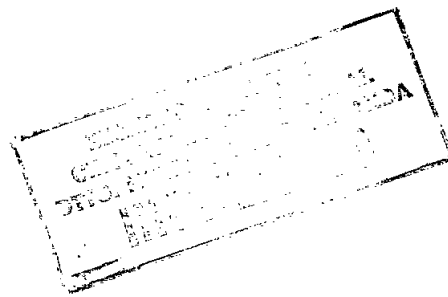
27 ----- 27

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Manuel Cedeño Betruces
Qualified Public Translator
I.C. N.º V-3.350.546
Credencial N.º 282



A continuación el Presidente de la Asamblea manifestó que por cuanto se encontraban presentes la totalidad de las acciones que integran el capital social y la Asamblea había sido legalmente convocada, la Asamblea debía de considerarse válidamente constituida.-----

Puesto en consideración lo expuesto por el Presidente, se aprobó por unanimidad de votos en vista de lo cual se procedió a considerar el orden del día.-----

Manifestó el Presidente que de conformidad con la convocatoria el punto Unico de la convocatoria era el de considerar y resolver acerca de la conveniencia de aumentar el capital social de la Compañía y a tal efecto dió lectura al proyecto de aumento de capital, en el cual proponía que se aumentara el capital de la Empresa en la suma de NOVECIENTOS MIL BOLIVARES (Bs. \$00.000,-) mediante la emisión de novecientas (900) acciones (nuevas) de un valor nominal de Un Mil Bolivares (Bs. 1.000,00) cada una -- y que al mismo tiempo proponía se capitalizara una acreencia -- que por TREINTA MIL BOLIVARES (Bs. 30.000,00) tiene el señor -- Henry Hoyos Sosa contra la Compañía, ya que de esta forma se disminuiría el pasivo de la misma. Puesto en consideración lo expuesto por el Presidente, se aprobó por unanimidad de votos, aumentar el capital social de la Compañía de CIEN MIL BOLIVARES (Bs. 100.000,00) a la cantidad de UN MILLON DE BOLIVARES (Bs. 1.000.000,00), es decir, un aumento de NOVECIENTOS MIL BOLIVARES (Bs. \$00.000,00), mediante la emisión de NOVECIENTAS (900) nuevas acciones con un valor nominal de UN MIL BOLIVARES (Bs. 1.000,00) cada una. Igualmente se aprobó la capitalización de la acreencia antes citada. Asimismo, proceder a reformar el documento constitutivo y estatutario de la Compañía en su Artículo Quinta (5º), la cual se aprobó que quedase redacta en la forma siguiente:

"ARTICULO 5º-- El Capital Social de la Compañía es la cantidad de Un Millón de Bolivares (Bs. 1.000.000,00) dividido en mil acciones nominativas de Un Mil Bolivares (Bs. 1.000,00) cada una. Este capital será integramente suscrito y pagado en por lo menos en un Veinte por Ciento (20%) así: Henry Hoyos quinientas acciones y Miguel Dempere quinientas (500) acciones.-----

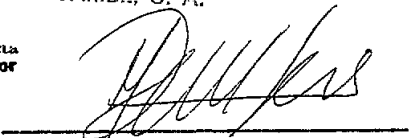
No habiendo más asunto que tratar, se levantó la sesión, terminó, se leyó y conformes firman.

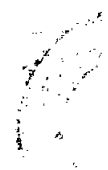
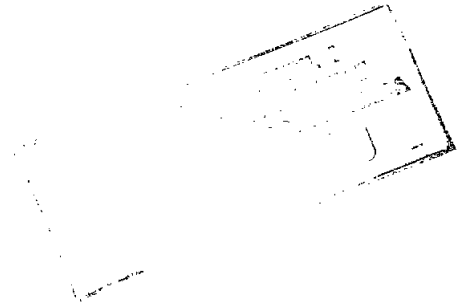
Fdo.

HELICOPTEROS DEL CARIBE, C. A.

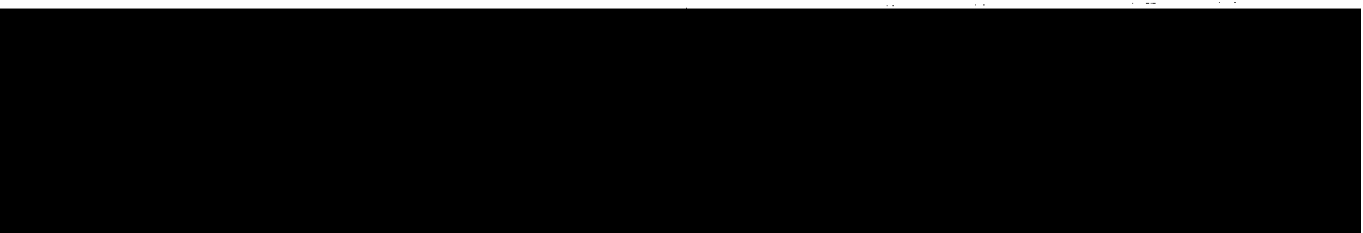
Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3350.546
Credencial N° 263


Henry Hoyos Sosa


Miguel Dempere P.



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En Caracas, Distrito Federal, en las oficinas donde funciona la Empresa Helicópteros del Caribe, C. A. situadas en la Avenida Principal de Santa Fé, Edificio Artico, 2º piso oficina No. 21-B, se reunieron, previa convocatoria los señores accionistas de Helicópteros del Caribe, C. A. Henry Hoyos y Miguel Dempere Portolés. Asamblea que se verificó de acuerdo con la convocatoria privada - enviada a cada uno de los señores accionistas, con la debida anticipación, la cual es del tenor siguiente:

HELICOPTEROS DEL CARIBE, C. A.

Capital suscrito y pagado Bs. 100.000,00

Domicilio - Caracas

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

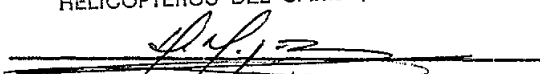
CONVOCATORIA

Se convoca a los señores accionistas de Helicopteros del Caribe, C. A. para una Asamblea General Extraordinaria de Accionistas de la Compañía, que se celebrara en las oficinas de la Empresa, situadas en la Avenida Principal de Santa Fé, Edificio Artico 2º piso No. 21-B, Caracas a las 4:00 P. M., a fin de conocer de un proyecto de aumento de Capital de la Compañía de acuerdo a la proposición que presentan los señores administradores y en caso de ser aprobado el mismo, efectuar las modificaciones pertinentes en el Documento Constitutivo y Estatutario, todo de acuerdo con el proyecto presentado, el cual se encuentra a la orden de los señores accionistas en las oficinas de la Compañía.

Caracas, 15 de Octubre de 1977

Fdo.

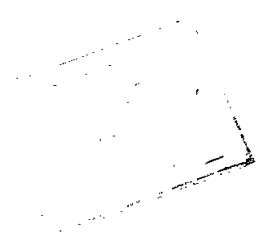
HELICOPTEROS DEL CARIBE, C. A.


Henry Hoyos Sosa
Presidente.

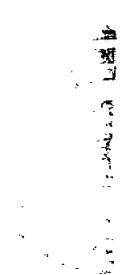
Presidio la Asamblea el Señor Henry Hoyos Sosa y actuó como Secretario el señor Eusebio Rodríguez:-----

Seguidamente el Secretario preparó la lista de asistentes en la cual aparecen que estaban presentes o debidamente representados los señores:

HENRY HOYOS SOSA.....	50 Acciones
MIGUEL DEMPERE P.....	50 Acciones
Total.....	<u>100 Acciones</u>



15

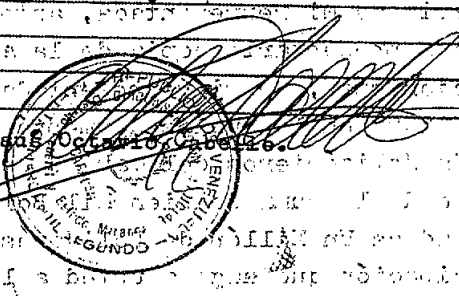


16

REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL
DITO. FEDERAL Y ESTADO MIRANDA

Cavaca, 14 Catorce de Noviembre de mil novecientos Setenta y Siete 168 y 119.

Firmante. Por presentada
-en la anterior participación por Dr. Virginia Rachaderlll
-para su inscripción en el Registro Mercantil, fijación y publicación. Hagase de
-conformidad agréguese original al expediente de la Compañía junto con los recaudos
-acompañados. Expídase la copia de publicación. El anterior documento redactado
-por Dr. Virginia Rachaderlll se inscribe en el
-Registro de Comercio bajo el N° 41 Tomo 135 A sdo. Derechos
-pagados Bs. 1007,50. Est. según Planilla N° 53674.
-La identificación se efectuó así: Enrry Hoyo Sosa. C.I.Nº 1730265
-se La inscripción fue hecha por Rosendo Rojas.



Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

Handwritten notes and signatures on the left margin, including the date '11/11/77' and other illegible markings.

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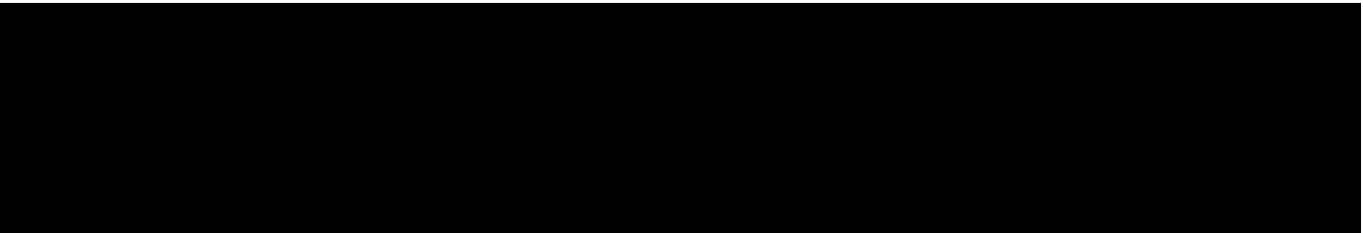
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93.919
Ciudadano
Registrador Mercantil de la
Circunscripción Judicial del
Distrito Federal y Estado Miranda
Su Despacho:

17 NOV. 1977
100433
PL 53674

Yo, Henry Hoyos Sosa, mayor de edad, Venezolano, comerciante de este domicilio y titular de la Cédula de Identidad No. 1.732.765 procediendo en este acto en mi carácter de Presidente de Helicopteros del Caribe, Compañía Anónima, Empresa mercantil de este domicilio, inscrita en el Registro Mercantil de la circunscripción Judicial del Distrito Federal y Estado Miranda, el día 21 de Septiembre de 1977, bajo el No. 77, Tomo 96-A y suficientemente autorizado para este acto por el Documento constitutivo y estatutario de mi representada, ante usted muy respetuosamente ocurro para presentarle copia de la Asamblea General Extraordinaria de Accionistas, de mi representada, celebrada el día 31 de Octubre de 1977 en la cual se aumentó el Capital Social de mi representada Helicópteros del Caribe Compañía Anónima el cual fué aumentado de la suma de Cien Mil Bolívars (Bs. 100.000,00) a la cantidad de Un Millón de Bolívars (Bs. 1.000.000,00).----- Participación que hago a usted a los fines de su registro, fijación y publicación.-----

Es Justicia, Caracas,

Fdo.

Manuel Cedeño Bertuccia
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

HELICÓPTEROS DEL CARIBE, C. A.

Henry Hoyos Sosa
Presidente

Al Cap: 1.000.000,00
Paga: 100.000,00
Amado: 900.000,00



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Virginia Radadells
IPSA N° 11.476

H-75 No. 10435563

favorable que arroje la cuenta de ganancias y perdidas se separarán-
anualmente un cinco por ciento (5) para formar un Fondo de Reserva -
hasta que dicho fondo alcance el diez por ciento (10%) del Capital -
Social. El resto de las utilidades sera dispuesto en la forma que de-
termina la asamblea.-----

T I T U L O S E X T O -----

Del Comisario:-----

ARTICULO 14o: La Compañia tendrá un Comisario nombrado por la Asam-
blea durará un (1) año en el ejercicio de sus funciones y podrá ser --
reelegido.- El Comisario tendrá las atribuciones que al respecto le
señala el Código de Comercio.-----

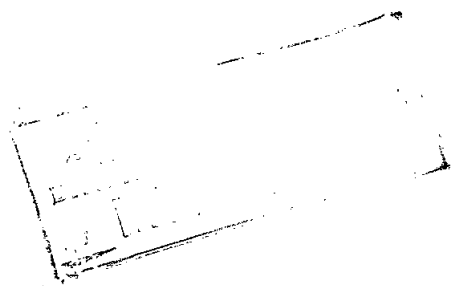
T I T U L O S E P T I M O -----

Disposiciones Transitorias: -----

ARTICULO 15o: El presente Documento Constitutivo es la Ley de la --
Compañia y lo no dispuesto en el se regirá por las disposiciones del
Codigo de Comercio y demas leyes Venezolanas vigentes sobre la mate-
ria o las que se estacieran en el futuro. La Asamblea de Accionista
a designado para los cargos de la Junta Directiva a los siguientes
accionistas: Henry Hoyos Sosa Presidente, y Miguel Dempere P.-----
Gerente General. Comisario: Guillermo Hoyos Sosa, Venezolano, mayor
de edad, titular de la Cédula de Identidad No. 1.723.596.- Se auto-
riza expresamente a Henry Hoyos Presidente, para realizar todas las
formalidades necesarias para la inscripción de la Compañia en el --
Registro Mercantil.- En Caracas a los Once dias del mes de septiembre
de mil novecientos setenta y siete.-----

HENRY HOYOS SOSA
Presidente

MIGUEL DEMPERE p.
Gerente General



ción alguna, por cuanto lo anteriormente expuesto es puramente enun-
ciativo y no taxativo.-----

ARTICULO 10º: Los Directores de la Compañía en reunión de Junta Di-
rectiva o mediante mandato de una Asamblea Extraordinaria nombrarán
un Gerente Administrativo con las facultades y atribuciones que és-
ta le confiera.

T I T U L O C U A R T O

De las Asambleas.-----

ARTICULO 11º: La Asamblea Ordinaria de Accionistas se reunirá en
la Sede Social de la Compañía dentro de los tres (3) primeros meses
del ejercicio económico anual. La Asamblea Extraordinaria se reuni-
rá cada vez que sea de interés de la Compañía. Para la convocatoria
reunión y validez de sus deliberaciones y la determinación de sus
atribuciones y facultades seguirá lo previsto en el Código de Comer-
cio y bastará con la participación de los Accionistas que represen-
ten más de la mitad del Capital Social. Sin embargo, para toda cla-
se de Asamblea podrá prescindir de la Convocatoria por la prensa y
de los lapsos para reunirse cuando estén presentes la totalidad de
los Accionistas y decidan reunirse en Asamblea.-----

ARTICULO 12º: La Asamblea determina el modo de gestión de la Compa-
ñía, asegura el cumplimiento de las disposiciones establecidas en -
este documento y hace a ésta derogación y reformas. Serán de obliga-
torio cumplimiento para los Accionistas las decisiones que se tomen
en las Asambleas. A las Asambleas corresponde la máxima dirección -
de la Compañía y tiene las facultades que el Código de Comercio de-
termina en sus respectivos artículos.

T I T U L O Q U I N T O

De las Cuentas y el Balance: -----

ARTICULO 13º: El primer ejercicio social comenzará a partir de la
fecha de inscripción en el Registro Mercantil y terminará el día 31
de Diciembre de 1.977. Todos los restantes ejercicios económicos co-
menzarán el día 1º de Enero y terminan el día 31 de Diciembre de ca-
da año. Cada Balance deberá contener los apartados necesarios para
cubrir las necesidades presentes y futuras de la Compañía. Del Saldo

REGISTRO NACIONAL
CIRCUNSCRIPCION 1
ETIO. FEDERAL. Y DE LA GUAYANA
INUTILIZADO



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Credencial N° 263

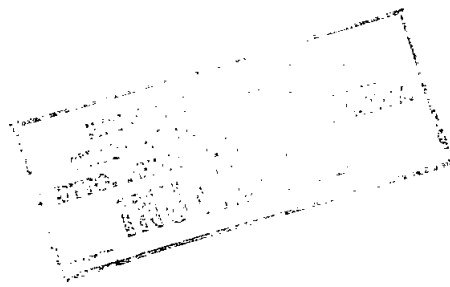
Virginia Rachadeo
IPSA V° 11.476

H-75 No. 6316880

rán depositar cinco (5) acciones o en su efecto BOLIVARES CINCO MIL
(Bs. 5.000,00) en la Caja Social de la Compañía mientras dure el de
sempño de sus funciones directivas.

ARTICULO 80: Los miembros de la Junta Directiva permanecerán en sus
funciones dos (2) años y podrán ser reelegidos, el quórum será váli
do con la presencia de los directores y se reunirán toda vez que -
fuere necesario y lo exija el interés de la Compañía.

ARTICULO 90. Son atribuciones del Presidente y el Gerente General
y que ejercerán conjunta o separadamente, las siguientes: A) Diri -
gir todas las actividades de la Compañía y ejercer su representación
judicial y extrajudicial; B) Resolver sobre los actos, contratos y
negocios relacionados con el objeto de la Compañía; C) Firmar toda
clase de documentos públicos y privados, cheques, letras de cambio,
pagaré, bonos, avales, fianzas y otros efectos de comercio; D) Resol
ver y firmar sobre la constitución de gravámenes y garantía y sobre
la venta de toda clase de bienes muebles e inmuebles y, en general
firmar por la Compañía y obligarla; E) Abrir, movilizar y cerrar -
cuentas bancarias corrientes o depósitos en los Bancos y otros Ins-
titutos de Créditos; F) Elaborar el informe y Balance Anual que se
debe presentar a la Asamblea General de Accionistas sobre cuentas
y negocios sociales; Estado Financiero con sus Ganancias, Pérdidas
y Utilidades, resolviendo sobre la distribución y dividendos y Uti-
lidades G) Nombrar apoderados Generales o Judiciales con las facul-
tades que estimen conveniente; facultado a los Apoderados para inten-
tar y contestar demandas y juicios concediéndoles las atribuciones
que fueren menester y oportunas; H). Nombrar factores Mercantiles,
Empleados, Obreros, Personal Técnico y Administrativo y de toda es-
pecie fijandoles sus atribuciones y renumeraciones; I) Presidir las
reuniones de las Asambleas y ejecutar las decisiones de ésta; y en
general realizar todos los actos legales de la Compañía sin limita-



31 no unicamente enunciativo, y en consecuencia podrá ejercer la socie 31
32 dad cualquier otra actividad lícita wue a juicio de la Junta Direc- 32
33 tiva sea conveniente a sus intereses con las solas limitaciones pro 33
34 venientes de las disposiciones establecidas en las Leyes de la Repú 34
35 blica.----- 35
36 ARTICULO 4º: La Compañía tendrá una duración de diez (10) años, a - 36
37 contar de su constitución legal y será prorrogable por mayores o me 37
38 nores períodos de conformidad con las disposiciones de la Asamblea 38
39 de Accionistas. 39
40 - - - - - T I T U L O S E G U N D O - - - - - 40
41 Capital, Acciones y Accionistas.----- 41
42 ARTICULO 5º: El Capital Social de la Compañía es de BOLIVARES CIEN 42
43 MIL (Bs. 100.000,00), representada en CIEN (100) Acciones con un va 43
44 lor de BOLIVARES UN MIL (Bs. 1.000,00) cada una. El Capital ha sido 44
45 integramente suscrito y totalmente pagado tal como se envidencia por 45
46 el aporte porcentual realizado por los socios especificados en el - 46
47 inventario de Bienes que se anexa. Las Acciones han sido suscritas 47
48 en la siguiente proporción: HENRY HOYOS SOSA, cincuenta (50) accio- 48
49 nes, MIGUEL DEMPERE P cincuenta (50) acciones.----- 49
50 ARTICULO 6º: Las acciones son nominativas no convertibles al porta- 50
51 dor, salvo decisión en contrario de la Asamblea de Accionistas pre- 51
52 vio cumplimiento de los extremos de Ley. Cada acción confiere a su 52
53 titular derecho a un voto en la Asamblea. Las acciones contendrán - 53
54 las indicaciones pautadas por el artículo 293 del Código de Comercio 54
55 y estarán firmadas por el Presidente de la Compañía.----- 55
56 Las acciones son indivisibles con respecto a la Compañía y son trans 56
57 ferible y gravables mediante el cumplimiento de las estipulaciones 57
58 contractuales establecidas por el Código de Comercio. 58
59 - - - - - T I T U L O T E R C E R O - - - - - 59
60 De la Administración. ----- 60
61 ARTICULO 7º: La Administración de la Compañía estará a cargo de un - 61
62 Presidente y un Gerente quienes integran la Junta Directiva de la - 62
63 Compañía. Los miembros de la Junta Directiva podrán ser o no accio- 63
64 nistas pero queda establecido que para establecer sus funciones debe 64

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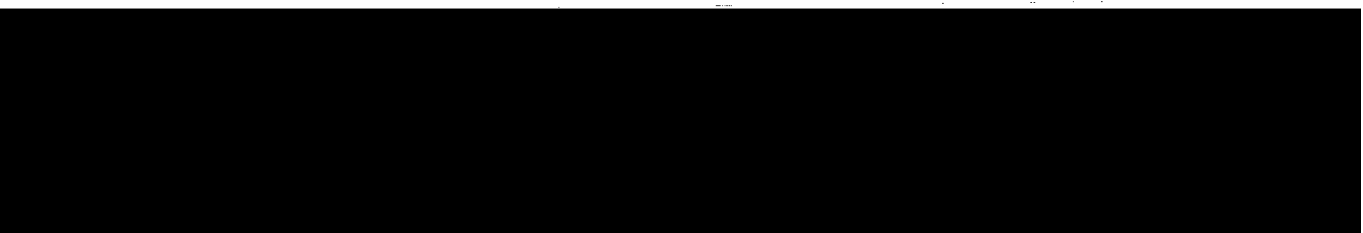
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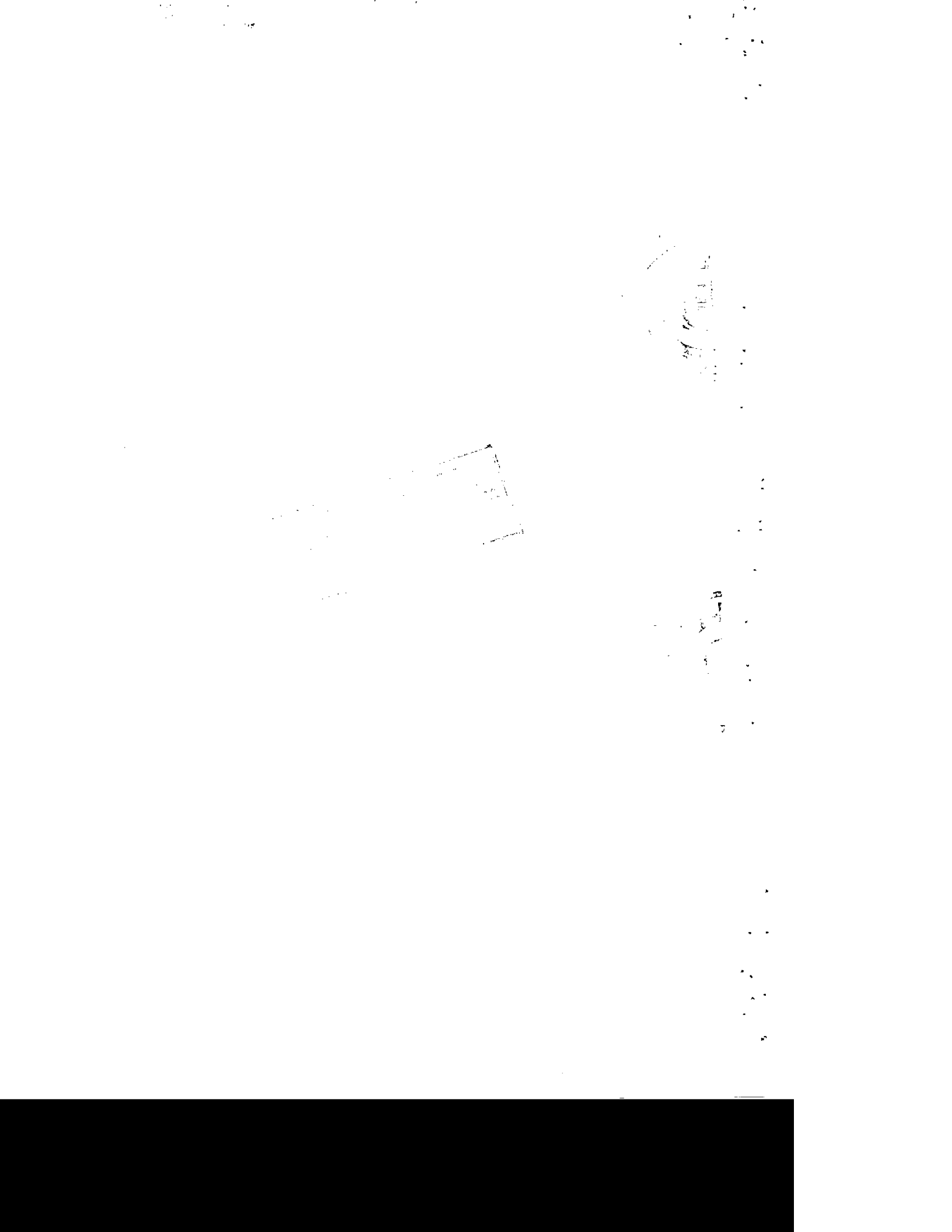
Virginia Rachadell
IPSA No 11.476



Qualified Public Translator
I.C. N° V-3350.546
Credencial N° 265

H-75 No. 6316879

1 Nosotros, HENRY HOYOS SOSA, MIGUEL DEMPERE P, mayores de edad, de - 1
2 éste domicilio y mejores identificados con las Cédulas de Identidad 2
3 No. 1.732.765 y 3.298.141 respectivamente hemos convenido en consti 3
4 tuir por este instrumento que ha sido redactado con suficiente am - 4
5 plitud para que sirva a la vez de ACTA CONSTITUTIVA Y ESTATUTOS SO- 5
6 CIALES, una COMPAÑIA ANONIMA que se registrá por las siguientes bases: 6
7 TITULO PRIMERO - - - - - 7
8 Denominación, Domicilio, Objeto y Duración. - - - - - 8
9 ARTICULO 1º: La Compañía se denominará "HELICOPTEROS DEL CARIBE, C.A." 9
10 ARTICULO 2º: El domicilio de la Compañía será la Ciudad de Caracas, 10
11 Distrito Federal, sin perjuicio de que pueda establecer Sucursales, A 11
12 gencias, Representaciones, Almacenes, Depósitos en cualquier otro - 12
13 lugar de la República o en el Exterior, toda vez que así fuera deci- 13
14 dido por los Administradores. - - - - - 14
15 ARTICULO 3º: El objeto de la Compañía es la Administración de Empre 15
16 sas de Aviación Puertos y Aeropuertos y la representación de fabri- 16
17 cantes de aeronaves o aviones de toda clase y su repuestos; importar 17
18 exportar,, componer, reparar, comprar, vender, y de otro modo nego- 18
19 ciar con aeronaves y sus repuestos de cualquier clase; actual como - 19
20 representante y distribuidores de empresas nacionales o extranjeras; 20
21 comprar o de otro modo adquirir, poseer, tener, arrendar, hipotecar 21
22 o en otra forma gravar bienes muebles o inmuebles de toda clase, in 22
23 cluyendo acciones, bonos, pagaré, cuentas y toda clase de valores y 23
24 obligaciones, patentes, marcas, denominaciones comerciales, propieda 24
25 des intelectuales, títulos privilegios y permisos, edificar, cons- 25
26 truir y reparar edificios y construcciones de toda clase y hacer - 26
27 cualquier otro acto conveniente o necesario para llevar a cabo los 27
28 objetos arriba mencionados o cualesquiera otros conexos o relaciona 28
29 dos o cualesquiera otros conexos o relacionados con los mismos - - - - - 29
30 La anterior enumeración no tiene carácter restrictivo o taxativo si- 30



REGISTRO MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION

JUDICIAL DEL DITO FEDERAL Y EDO. MIRANDA

Caracas, *Quilino* de *Septiembre* mil novecientos
SETENTA Y SIETE 168 y 119

da la anterior participacion. Cumplidos con los requisitos de ley, inscribese en el Registro Mercantil el documento presentado; fuese y publicase el asiento respectivo; formese el expediente de la Compañia y archivase original junto con el duplicado de los estatutos y demás redacciones acompañados;

Inscribese la copia de publicacion. El anterior documento redactado

por DRA VIGINIA RACHDELS. se inscribe en el Registro de

Comercio bajo el No. 77 96 A Derechos

pagados Bs. 320 EST. 51587. La

Identificación se efectuó con HENRY HOYOS SOSA POR C. DE I. NO

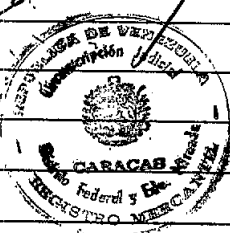
LA INSCRIPCION FUE HECHA POR *4732-265* SE CONCEDEN TREINTA DIAS DE PLAZO PARA

PRESENTAR EN ESTA OFICINA LOS DOCUMENTOS QUE CORRESPONDEN.

BEN. EL APOORTE DE VEHICULOS CHEVROS A LA COMPANIA,

LA INSCRIPCION FUE HECHA POR Y OLANDA DE ACEITUNO

EL REGISTRADOR MERCANTIL PRIMERO.



Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

RECIBO DE ENTREGA
CIRCUNSCRIPCION JUDICIAL
Dpto. Federal y Dpto. Miranda
INUTILIZADO



MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL PRIMERO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.T.O. FEDERAL Y EDO. MIRANDA



Dra. María Teresa Lusinchi Castillo

Registrador Mercantil Primero

de la Circunscripción Judicial del D.F. y Edo. Miranda, quien suscribe:

C E R T I F I C A

Que ha confrontado la copia fotostática constante de NUEVE folios, que a continuacion se reproducen, y que es traslado fiel y exacto del Documento inscrito bajo el Número:

77, TOMO 96-A, DE FECHA 21-09-77.

41, TOMO 135-A-SGDO, DE FECHA 14-11-77.

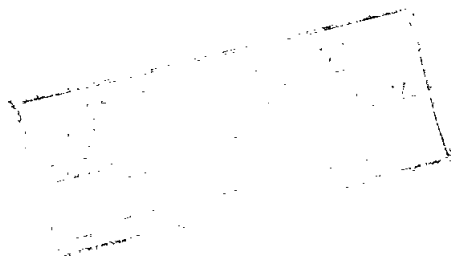
42, TOMO 183-A- PRO, DE FECHA 12-11-79.

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3350.548
Credencial N° 263

CORRESPONDIENTE A LA EMPRESA
HELICOPTEROS DEL CARIBE S.A.

que se encuentran agregados al Expediente N°.: 93419
con fecha antes mencionada.....

C E R T I F I C A, Igualmente, por aplicación analógica de los Artículos 119 y 120 de la Ley de Registro Público, que esta copia fotostática ha sido hecha en esta oficina por el Ciudadano: CARMEN LUISA PEREZ G., Con Cédula de Identidad N°:V-4.911.319, persona capaz, autorizado por mí para hacerla y quien, junto conmigo suscribe la presente certificación y cada una de sus páginas.



I, MANUEL CEDEÑO BERRUETA, of Venezuelan nationality, of legal age, married, domiciled and practising in the city of Caracas, Venezuela, holder of Identity Card N° V-3,350,546 and Credentials N° 263 and A-007 of the Ministry of the Interior and Justice, a QUALIFIED PUBLIC TRANSLATOR in the English Language in and for the Bolivarian Republic of Venezuela, as it is evidenced by Official License conferred upon me on August 12th, 1992; which License was registered with the Main Public Registry Office of the Federal District under N° 405, folio 405, Book 2, on November 6th, 1992; also registered with the First Court of First Instance in Family and Minors Matters of the Judicial Circuit of the Federal District and State of Miranda under N° 58, folio 15, Letter C of the corresponding Book on November 10th, 1992, and published in Official Gazette N° 35,147 dated February 5th, 1993, under penalty of perjury, do hereby CERTIFY: that according to the above identified License, I am duly authorized to translate and certify translations of all types of documents; and that the ARTICLES OF INCORPORATION attached hereto, written in Spanish, has been submitted to me for translation, and the following is a true English version thereof:

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3,350,546
Credential N° 263

RM N° 731532

(National coat of arms of the Republic of Venezuela)

MINISTRY OF THE INTERIOR AND JUSTICE

FIRST COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUIT OF
THE FEDERAL DISTRICT AND STATE OF MIRANDA.

The Undersigned, Dr. María Teresa Lusinchi Castillo, First Commercial Registrar of the Judicial Circuit of the Federal District and State of Miranda, hereby CERTIFIES:

That she has compared the photocopy reproduced hereunder, consisting of NINE sheets, which is the true and exact transcript of the Document recorded under:

Number 77, VOLUME 96-A, DATED 09/21/1977;

Number 41, VOLUME 135-A-SECOND, DATED 11/14/1977;

Number 42, VOLUME 183-A-FIRST, DATED 11/12/1979;

appertaining to the corporation HELICÓPTEROS DEL CARIBE, C.A., which are attached to File N° 93419, of the above mentioned dates.

She further CERTIFIES that for analogous application of Articles 119 and 120 of the Law of Public Registry, this Photocopy has been made by citizen CARMEN LUISA PÉREZ G., holder of identity card number 4,911,319, an able person, whom has been authorized by me for making said copy, and who together with me subscribes this present certification on each and all of the pages thereof.

////////////////////

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

The Commercial Registrar of the Judicial Circuit of the Federal District
and State of Miranda.-

93419

I, HENRY HOYOS SOSA, a Venezuelan citizen, of legal age and
better identified by identity card N° 1,732,765, respectfully appear
before you in order to state. Pursuant to the provisions of Article 15 of
Title 7th of the Articles of Incorporation and By-laws of my principal,
and in order to comply with the provisions of Article 215 of the Code
of Commerce, I attach hereto the Articles of Incorporation of
“HELICÓPTEROS DEL CARIBE, C.A.”, as well as the Inventory of
Assets corresponding to the contribution of the partners in percent-
age terms, I beg you that prior compliance with the relevant legal
formalities, you order to record and post said instrument, and a certi-
fied copy of the writ pertaining the same be issued to me in order to
comply with the publication demanded by the Law.-

Signed in Caracas, on this eleventh day of September, one thousand
nine hundred and seventy-seven.-

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).

(Translator's Note: At the top margin of this page there is a seal with
the following inscription: “Received: 9/20/77. Form N° —.- Delivery
date: September 28th, 1977. Clerk: (illegible). Approved: Aleida”.

(Outside the seal): “APPROVED: (signed; illegible). Virginia Rachadells.
IPSA (Lawyers' Social Security Institute) N° 11,476”)-

////////////////////////////////////

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3,350,546
Credential N° 263

FIRST COMMERCIAL REGISTRY OFFICE OF THE JUDICIAL CIRCUIT
OF THE FEDERAL DISTRICT AND STATE OF MIRANDA.

Caracas, September 21st, one thousand nine hundred and seventy-seven. Years 168th (since Independence) and 119th (since Federation).-
The foregoing Notice deemed submitted by the Deponent for its registration in the Commercial Register, and its subsequent posting and publication. Orders are hereby issued for such purpose. Let the original instrument be attached to the Corporation's record, together with the supporting documents submitted. Let copy of the publication be issued. The foregoing document, elaborated by Attorney-at-law VIRGINIA RACHADELS, has been registered in the Commercial Register under N° 77, Volume 96-A. Fees paid: Revenue stamps for Bs. 320; Form number 51587. Identification was made as follows: HENRY HOYOS SOSA, with identity card N° 1,732,765.-

A THIRTY-DAY PERIOD IS GRANTED FOR SUBMITTING TO THIS OFFICE THE DOCUMENTS PROVING THE CONTRIBUTION IN VEHICLES TO THE COMPANY. THE REGISTRATION WAS MADE BY YOLANDA DE ACEITUNO.-

THE FIRST COMMERCIAL REGISTRAR (signed; illegible).

(A round ink seal bearing the national escutcheon of Venezuela in the center and the following inscription all around: "*Republic of Venezuela. Judicial Circuit of the Federal District and State of Miranda. First Commercial Registry. Caracas*", has been affixed by the Registrar's signature and to all pages of the instrument).-

////////////////////////////////////

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

We, HENRY HOYOS SOSA and MIGUEL DEMPERE P., of legal age, of this domicile, and better identified by identity cards numbers 1,732,765 and 3,298,141, respectively, have agreed to incorporate by this instrument, which has been elaborated with the sufficient amplitude for the same to serve both as ARTICLES OF INCORPORATION AND BY-LAWS, a STOCK COMPANY which shall be governed by the following regulations:

FIRST TITLE

Name, Domicile, Objects and Duration.

ARTICLE 1.- The name of the Company shall be "HELICÓPTEROS DEL CARIBE, C.A."

ARTICLE 2.- The corporate domicile of the Company shall be the city of Caracas, Federal District, but it may establish branch offices, agencies, representations, warehouses, and/or deposits at any other place of the Republic or abroad, whenever the Board of Directors may deem so convenient.

ARTICLE 3.- The object of the Company is the management of Aviation Companies, Ports and Airports, and the representation of manufactures of aircraft and/or airplanes of all kinds and spare parts therefor; to import, to export, to arrange, to repair, to buy, to sell, and to negotiate otherwise with aircraft of all kinds and spare parts therefor; to act as representative and dealer for national and foreign corporations; to buy or otherwise to acquire, to have, to hold, to lease, to mortgage, or otherwise to encumber personal or real property of any kind, including shares of stock, debentures, promissory notes, accounts and all kinds of equities and liabilities, patents, trademarks, trade names, intellectual property titles, privileges, and permits; to build, to construct and to repair buildings and constructions of all kinds, and to do any other act convenient or necessary for carrying

out the above mentioned objects or any other action connected or related to the same. The foregoing list has not a restrictive or limiting nature in any manner but rather an expository one; therefore, the Company may to carry out any other lawful activity that in the judgment of the Board of Directors may be convenient to its interest, with the sole limitations arising from the provisions established in the laws of the Republic.-

ARTICLE 4.- The duration of the company shall be ten (10) years, counted as of its legal incorporation, and it will be extendible for longer or shorter periods according to the decisions of the Shareholders Meetings.-

SECOND TITLE

Capital, Shares and Shareholders

ARTICLE 5.- The corporate capital of the Company is the amount of ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00), represented by ONE HUNDRED (100) Shares of Stock with a value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each. The capital has been wholly subscribed and paid in full, as it is evidenced by the contributions made by the shareholders in the percentage terms specified in the Inventory of Assets attached hereto. The Shares have been subscribed as follows: HENRY HOYOS SOSA: fifty (50) shares of stock; MIGUEL DEMPERE P., fifty (50) shares of stock.-

ARTICLE 6.- The shares are registered shares of stock, not convertible to the bearer, save decision to the contrary made by the Shareholders Meeting, prior compliance with the legal formalities. Each share of stock gives its bearer the right to a vote in the Shareholders Meeting. The shares of stock shall contain the indications provided for by Article 293 of the Code of Commerce, and shall be signed by the President of the Company.-

The shares of stock are indivisible with respect to the Company and may be transferred and encumbered by complying with the contractual stipulations established by the Code of Commerce.-

THIRD TITLE

The Management.-

ARTICLE 7.- The management of the Company shall be in the charge of a President and a Manager, who constitute the Board of Directors of the Company. The members of the Board of Directors may be or not be shareholders, but it is established that in order to fulfill their functions they must deposit five (5) shares of stock, or failing that, FIVE THOUSAND BOLIVARS (Bs. 5,000.00), in the Corporate Cash of the Company during the performance of their executive functions.-

ARTICLE 8.- The members of the Board of Directors shall hold office for two (2) years and may be reelected; the quorum shall be valid with the presence of the directors and they shall meet whenever it may be necessary and required by the interest of the Company.-

ARTICLE 9.- The President and the General Manager shall have the following powers, which they shall exercise jointly or severally: A) To direct all the activities of the Company and to exercise its judicial and extrajudicial representation; B) To decide on the acts, contracts and business related to the objects of the Company; C) To sign all types of public or private documents, checks, bills of exchange, promissory notes, debentures, endorsements, guarantees and other commercial papers; D) To design and to sign for the constitution of encumbrances and guarantees and sale of all kinds of personal and real property, and generally, to sign on behalf of the Company and to oblige it; E) To open, to conduct, and to close bank accounts, or deposits in Banks and other Credit Institutes; F) To elaborate the annual Report and Balance Sheet that must be submitted to the

Shareholders Meeting on the accounts and business of the Company; the Financial Statement with its Gains, Profits and Losses, and to resolve on the distribution of dividends and profits; G) To appoint general or judicial attorneys-in-fact with the powers that they consider convenient, authorizing such attorneys-in-fact to file and to answer suits and proceedings, granting them the powers that may be necessary and convenient; H) To appoint trade agents, employees, workers, technical, administrative and all kinds of personnel, establishing their duties and salaries; I) To preside over the meetings and to execute their decisions; and in general terms, to perform all lawful acts on behalf of the Company without any limitation whatsoever, since the foregoing list has a merely expository and not restrictive nature.-

ARTICLE 10.- The Directors of the Company, in a meeting of the Board of Directors or by order of a Special Shareholders Meeting, shall appoint an Administrative Manager with the powers and authorizations conferred by the latter.

FOURTH TITLE

The Meetings.-

ARTICLE 11.- The Ordinary Shareholders Meeting shall meet at the registered office of the Company within the first three (3) months of each fiscal year. The Special Shareholders Meeting shall meet every time it may be beneficial for the Company. For the call, holding and validity of their meetings and the determination of their authorities and powers, the provisions of the Code of Commerce shall be applied, and the presence of the shareholders representing more than half of the corporate capital shall be sufficient. However, for all kinds of meetings, the call for a meeting through the press and the periods for holding a meeting may be omitted when all of the share—

holders be present and they decide to hold a meeting.-

ARTICLE 12.- The Shareholders Meeting determines the mode of management of the Company, ensures the compliance with the provisions established in this instrument, and make amendments, alterations or abrogation thereof. The decisions made by the shareholders meeting shall be obligatory for all the shareholders. The shareholders meeting shall be in charge of the highest direction of the Company, and has the powers determined by the Code of Commerce in its relevant articles.-

FIFTH TITLE

The Accounts and the Balance Sheet.-

ARTICLE 13.- The first fiscal year shall commence on the date of its registration with the Commercial Registry Office and shall end on the 31st day of December, 1977. All the remaining fiscal years shall commence on the 1st day of January and shall end on the 31st day of December of each year. Each Balance Sheet must contain the reserves necessary for covering the current and future needs of the Company. Five percent (5%) of the remaining favorable balance in the profits and losses account shall be put aside annually for constituting a Reserve Fund until said fund reaches ten per cent (10%) of the Company's corporate capital. The remaining profits shall be disposed of in the form determined by the Meeting.-

SIXTH TITLE

The Examiner.-

ARTICLE 14.- The Company shall have an Examiner appointed by the Shareholders Meeting; he/she shall hold office for one (1) year and may be reelected.- The Examiner shall have the powers conferred upon him/her by the Code of Commerce in this matter.-

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

Avenida Baralt, Esquina Piñango, Edificio Piñango 1600, piso 8, oficina 82,
Caracas, Venezuela. ☎ & fax: (582) 864. 1140; 861. 6069; 861. 4748
e-mail: cedenocarpio@yahoo.com

SEVENTH TITLE

Transitory Provisions.-

ARTICLE 15.- These Articles of Incorporation are the Company's Law and anything not provided for herein shall be governed by the provisions of the Code of Commerce and other Venezuelan laws concerning this matter now in force or those which may be promulgated in the future. The Shareholders Meeting has appointed the following shareholders as members of the Board of Directors: HENRY HOYOS SOSA, PRESIDENT, and MIGUEL DEMPERE P., GENERAL MANAGER.- EXAMINER: GUILLERMO HOYOS SOSA, a Venezuelan citizen, of legal age, holder of identity card N° 1,723,596.- HENRY HOYOS SOSA, PRESIDENT, is hereby expressly authorized for transacting all the formalities necessary for recording the Company with Commercial Registry Office.- Signed in Caracas, on this Eleventh day of September, one thousand nine hundred and seventy-seven.-

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).-

MIGUEL DEMPERE P., GENERAL MANAGER (signed; illegible).-

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credential N° 263

Mister:

Commercial Registrar of the Judicial Circuit of the Federal District and State of Miranda.-

Caracas.-

NOVEMBER 17TH, 1977

I, HENRY HOYOS SOSA, a Venezuelan citizen, of legal age and better identified by identity card N° 1,732,765, acting this proceeding in my capacity as President of HELICÓPTEROS DEL CARIBE, COMPAÑÍA ANÓNIMA, a trade company of this domicile, recorded with the Commercial Registry Office of the Judicial Circuit of the Federal District and State of Miranda on the 21st day of September, 1977, under number 77, Volume 96-A, and sufficiently authorized to execute this act by the Articles of Incorporation and By-laws of my principal, with all due respect appear before you in order to submit to you a copy of the Minute of the Shareholders Meeting held on October 31st, 1977, in which the Corporate Capital of my principal HELICÓPTEROS DEL CARIBE, COMPAÑÍA ANÓNIMA, was increased from the amount of ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00) to the amount of ONE MILLION BOLIVARS (Bs. 1,000,000.00).-

I submit this notice to you for the purpose of the recording, posting and publication thereof.-

Signed in Caracas.-

HELICÓPTEROS DEL CARIBE, C.A.

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).

(Translator's Note: The following handwritten notes have been added to this page: "Virginia Rachadells. IPSA (Lawyers' Social Security Institute) N° 11,476.- 93,419.- Form 53674.- Now: 1,000,000.00. Before: 100,000.00. Increase: 900,000.00" (There are other illegible notes)).-

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SECOND COMMERCIAL REGISTRY OFFICE OF THE JUDICIAL

CIRCUIT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA.

Caracas, November 14th, one thousand nine hundred and seventy-seven. Years 168th (since Independence) and 119th (since Federation).- The foregoing Notice deemed submitted by the signer thereof for its registration in the Commercial Register, and its subsequent posting and publication. Orders are hereby issued for such purpose. Let the original instrument be attached to the Corporation's record, together with the supporting documents submitted. Let copy of the publication be issued. The foregoing document, elaborated by Attorney-at-law VIRGINIA RACHADELS, has been registered in the Commercial Register under N° 41, Volume 135-A Second. Fees paid: Revenue stamps for Bs. 1,007.50, according to form number 53674. Identification was made as follows: HENRY HOYOS SOSA, with identity card N° 1,732,765.-

The recording was made by Rosendo Rojas.-

Signed: JEAN OCTAVIO CABELLO (illegible signature).

(A round ink seal bearing the national escutcheon of Venezuela in the center and the following inscription all around: "*Republic of Venezuela. Judicial Circuit of the Federal District and State of Miranda. Second Commercial Registry. Caracas*", has been affixed by the Registrar's signature).-

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credential N° 263

In Caracas, Federal District, prior call to a meeting, the shareholders of HELICÓPTEROS DEL CARIBE, C.A., Messrs. HENRY HOYOS SOSA and MIGUEL DEMPERE PORTOLÉS, met at the registered offices of the Corporation HELICÓPTEROS DEL CARIBE, C.A., located at Avenida Principal de Santa Fe, Edificio Ártico, 2° piso, oficina N° 21-B. The meeting —which was held pursuant to private call to a meeting sent to each of the shareholders, in due advance— transacted as follows:

HELICÓPTEROS DEL CARIBE, C.A.

Subscribed and paid-up capital: Bs. 100,000.00

Domicile: Caracas

CALL TO A MEETING

The shareholders of HELICÓPTEROS DEL CARIBE, C.A. are hereby convened to a Special General Shareholders Meeting of the Company, to be held at the offices of the Corporation, located at Avenida Principal de Santa Fe, Edificio Ártico, 2° piso, oficina N° 21-B, Caracas, at 4:00 p.m., for the purpose of considering a project for increasing the capital of the Company according to a proposal made by the Administrators, and in the event that the same were approved, to make the relevant amendments to the Articles of Incorporation and By-laws, all this pursuant to the project submitted, which is at the disposal of the shareholders at the offices of the Company.

Caracas, October 15th, 1977

Signed: HELICÓPTEROS DEL CARIBE, C.A.

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).

The Meeting was presided over by Mr. HENRY HOYOS SOSA, and Mr. EUSEBIO RODRÍGUEZ acted as Secretary.-

Thereafter, the Secretary prepared the list of the shareholders —

attending the meeting, among whom there were present in person or duly represented Messrs.:

HENRY HOYOS SOSA 50 shares of stock

MIGUEL DEMPERE P. 50 shares of stock

TOTAL: 100 shares of stock

Thereafter, the Chairman of the Meeting stated that, inasmuch as the whole of the shares of stock which constitute the Company's corporate capital were present, and the Meeting had been legally convened, the Meeting had to be considered legally constituted.-

Submitted to the consideration of the meeting, the proposal presented by the Chairman was approved by unanimity of votes, in view of which the meeting proceeded to deal with items of the agenda.-

The Chairman stated that pursuant to the call to the meeting, the Sole item of the call was to transact and to resolve on the convenience of increasing the corporate capital of the Company, and to such end he proceeded to read the project for increasing the capital, in which it was proposed to increase the corporate capital of the Company in the amount of NINE HUNDRED THOUSAND BOLIVARS (Bs. 900,000.00) through the issuance of NINE HUNDRED (new) shares of stock with a face value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each, and at the same time proposed to capitalized a credit for the amount of THIRTY THOUSAND BOLIVARS (Bs. 30,000.00) that Mr. Henry Hoyos Sosa has against the Company, since in this manner the liabilities thereof would decrease. Submitted to the consideration of the meeting, the proposal presented by Chairman, the increase of the corporate capital of the Company from ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00) to the amount of ONE MILLION BOLIVARS (Bs. 1,000,000.00), that is to say, an

increase of NINE HUNDRED THOUSAND BOLIVARS (Bs. 900,000.00) through the issuance of NINE HUNDRED new shares of stock with a face value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each. The capitalization of the above mentioned credit was also approved. Likewise, it was further approved to amend Article 5 of the Articles of Incorporation and By-laws of the Company, and it was approved that the same shall read as follows:

"ARTICLE 5.- The corporate capital of the Company is the amount of ONE MILLION BOLIVARS (Bs. 1,000,000.00), represented by ONE THOUSAND (1,000) registered Shares of Stock with a value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each. This capital shall be wholly subscribed and paid at least in twenty per cent (20%) as follows: Henry Hoyos Five Hundred (500) shares of stock, and Miguel Dempere Five Hundred (500) shares of stock.- There not being any other business to transact, the meeting was adjourned, the minute was finished and read out and in proof of conformity the following persons sign:

Signed: HELICÓPTEROS DEL CARIBE, C.A.

HENRY HOYOS SOSA (signed; illegible).

MIGUEL DEMPERE P. (signed; illegible).

////////////////////

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

Mister:

Commercial Registrar of the Judicial Circuit of the Federal District and
State of Miranda.- **93,419**

Caracas.-

NOVEMBER 14TH, 1979

I, HENRY HOYOS SOSA, a Venezuelan citizen, of legal age and
better identified by identity card N° 1,732,765, acting this proceeding
in my capacity as President of HELICÓPTEROS DEL CARIBE,
COMPAÑÍA ANÓNIMA, a trade company of this domicile, recorded
with the Commercial Registry Office of the Judicial Circuit of the
Federal District and State of Miranda on the 21st day of September,
1977, under number 77, Volume 96-A, and sufficiently authorized to
execute this act by the Articles of Incorporation and By-laws of my
principal, with all due respect appear before you in order to submit to
you a copy of the Minute of the Shareholders Meeting held on the
21st day of September, 1979, in which the Board of Directors of my
principal HELICÓPTEROS DEL CARIBE, COMPAÑÍA ANÓNIMA, was
ratified, which is constituted as follows: For the office of President,
Captain Henry Hoyos Sosa; General Manager, Miguel Dempere P.;
Examiner, Guillermo Hoyos Sosa.-

I submit this notice to you for the purpose of the recording, posting
and publication thereof.-

Signed in Caracas, on this 8th day of November, 1979.-

HELICÓPTEROS DEL CARIBE, C.A.

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).

(Translator's Note: The following handwritten notes have been added to
this page: "Dr. ALEJANDRO VILLORIA. INPREABOGADO (Lawyers'
Social Security Institute) N° 9850.- Received: Date: 11/14/99.—.-
Registration form —.- Bank voucher N° —.- Fees: —.- Approved: (illegi-
ble initials)).- //

FIRST COMMERCIAL REGISTRY OFFICE OF THE JUDICIAL CIRCUIT
OF THE FEDERAL DISTRICT AND STATE OF MIRANDA.

Caracas, November 12th, one thousand nine hundred and seventy-nine.
Years 170th (since Independence) and 121st (since Federation).-

The foregoing Notice deemed submitted by the signer thereof for its registration in the Commercial Register, and its subsequent posting and publication. Orders are hereby issued for such purpose. Let the original instrument be attached to the Corporation's record, together with the supporting documents submitted. Let copy of the publication be issued. The foregoing document, elaborated by Attorney-at-law ALEJANDRO VILLORIA, has been registered in the Commercial Register under N° 42, Volume 183-A First. Fees paid: 35 EFVO*, according to form number 15113. Identification was made as follows: HENRY HOYOS SOSA, with identity card N° 1,732,765.-

THE FIRST COMMERCIAL REGISTRAR, (signed; illegible signature).
(A round ink seal bearing the national escutcheon of Venezuela in the center and the following inscription all around: "*Republic of Venezuela. Judicial Circuit of the Federal District and State of Miranda. First Commercial Registry. Caracas*", has been affixed by the Registrar's signature).-

*EFVO: (the same as in the original; meaning unknown).-

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 262

The shareholders of HELICÓPTEROS DEL CARIBE, C.A., Messrs. HENRY HOYOS SOSA and MIGUEL DEMPÈRE PORTOLÉS, met in Caracas, Federal District, at the registered offices of the Corporation HELICÓPTEROS DEL CARIBE, C.A., located at Avenida Principal de Santa Fe, Edificio Ártico, 2º piso, oficina N° 21-B, prior call to a meeting. The meeting—which was held pursuant to private call to a meeting sent to each of the shareholders, in due advance—transacted as follows:

HELICÓPTEROS DEL CARIBE, C.A.

Subscribed and paid-up capital: Bs. 1,000,000.00

Domicile: Caracas

CALL TO A MEETING

The shareholders of HELICÓPTEROS DEL CARIBE, C.A. are hereby convened to a Special General Shareholders Meeting of the Company, to be held at the offices of the Corporation, located at Avenida Principal de Santa Fe, Edificio Ártico, 2º piso, oficina N° 21-B, Caracas, at 4:00 p.m., for the purpose of considering the ratification of the Board of Directors.-

Caracas, September 7th, One Thousand Nine Hundred and Seventy-nine.-

Signed: HELICÓPTEROS DEL CARIBE, C.A.

HENRY HOYOS SOSA, PRESIDENT (signed; illegible).

The Meeting was presided over by Mr. HENRY HOYOS SOSA, and Mr. EUSEBIO RODRÍGUEZ acted as Secretary.-

Thereafter, the Secretary prepared the list of the shareholders attending the meeting, among whom there were present in person or duly represented Messrs.:

HENRY HOYOS SOSA 500 shares of stock

MIGUEL DEMPERE P. 500 shares of stock

TOTAL: 1,000 shares of stock

Thereafter, the Chairman of the Meeting stated that, inasmuch as the whole of the shares of stock which constitute the Company's corporate capital were present, and the Meeting had been legally convened, the Meeting had to be considered legally constituted.-

Submitted to the consideration of the meeting, the proposal presented by the Chairman was approved by unanimity of votes, in view of which the meeting proceeded to deal with items of the agenda.-

The Chairman stated that pursuant to the call to the meeting, the Sole item of the call was to consider and to resolve on the ratification of the Board of Directors, which is constituted as follows: President, Captain Henry Hoyos Sosa; General Manager, Miguel Dempere P.; Examiner, Guillermo Hoyos Sosa; said ratification was approved by unanimity of votes.- There not being any other business to transact, the meeting was adjourned, the minute was finished and read out and in proof of conformity the following persons sign:

Signed:

HENRY HOYOS SOSA (signed; illegible).

MIGUEL DEMPERE P. (signed; illegible).

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

The undersigned hereby Certifies that the foregoing photocopies, consisting of 9 sheets, copy is a true and exact copy of the original entered on Record number 93419, which are issued in Caracas, on this 29th day of MARCH of the year 2000, according to form RM N° 731532.-

THE FIRST COMMERCIAL REGISTRAR,
Dr. MARÍA TERESA LUSINCHI CASTILLO

(Signed; illegible signature).

(The official ink seal of the First Commercial Registry Office of the Judicial Circuit of the Federal District and State of Miranda has been affixed by the Registrar's signature.- A raised seal, with the same inscription, has also been embossed to this page).-

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FIRST COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUIT OF
THE FEDERAL DISTRICT AND STATE OF MIRANDA.

The revenue stamps for the amount of Bs. 2,490.00 have been paid by means of form F-16 N° 0587348, dated 03/30/2000, pursuant to Official Gazette N° 36,882 as of 02/01/2000.-

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

(The following certifications have been attached to the document):

BOLIVARIAN REPUBLIC OF VENEZUELA

MAIN PUBLIC REGISTRY OFFICE OF THE FEDERAL DISTRICT

In order to comply with the provisions of Article 126 of the Law of Public Registry, the foregoing signature of citizen Dr. MARÍA TERESA LUSINCHI CASTILLO, who at the time of subscribing this instrument is the FIRST COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA, is hereby legalized.-

It is advised that this legalization does not attest to any other particular regarding merit or content.-

Registration Fees: Bs. 4,800.-

Revenue Stamps: Bs. 4,032.-

Total: Bs. 8,832.-

Overtime: Bs. 12,200.-

Caracas, April 6th, 2000.-

JULIO VENEGAS FILARDO, MAIN REGISTRAR OF THE FEDERAL DISTRICT (signed; illegible signature)

(By the Registrar's signature and on the joint of the document and the legalization sheet there has been affixed an ink seal bearing the national coat of arms of Venezuela in the center and the following inscription all around: "Federal District. Public Registry. Main Office. Caracas").-

(One (1) revenue stamp for a total value of Bs. 5,000, duly cancelled, has been affixed to this legalization sheet).

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 283

804 BOLIVARIAN REPUBLIC OF VENEZUELA

MINISTRY OF THE INTERIOR AND JUSTICE

The foregoing signature of **JULIO VENEGAS FILARDO**, who is, as he claims to be, the **Main Registrar of the Federal District**, is hereby legalized.-

It is advised that this legalization does not attest to any other particular regarding merit or content.-

Caracas, April 10th, 2000.-

Years: 189th (since Independence) and 141st (since Federation).

By the Ministry: **VALENTINA MORETTI PÁEZ** (signed; illegible)

(Deputy) Sectorial Director-General of Registry and Notary Public's Offices.-

(The official seal of the Ministry of Justice of Venezuela has been affixed by this signature.- One (1) revenue stamp for a total value of Bs. 5,000, duly cancelled, has been affixed to this legalization sheet).-

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Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

015743 APOSTILLE

Convention of The Hague as of October 5th, 1961

- 1.- Country: VENEZUELA — This public document
- 2.- Has been subscribed by VALENTINA MORETTI
- 3.- Acting in her capacity as: DIRECTOR-GENERAL OF REGISTRY
AND NOTARY PUBLIC'S OFFICES.
- 4.- Bears the Seal/ Stamp of the MINISTRY OF JUSTICE.

CERTIFIED

- 5.- In Caracas, on April 13th, 2000
- 6.- By the SECTORIAL DIRECTOR-GENERAL OF CONSULAR
AFFAIRS OF THE MINISTRY OF FOREIGN AFFAIRS
- 8.- N° 015743
- 9.- Seal/ Stamp (The official ink seal of the Ministry of Foreign Affairs
has been affixed by the signature of the authentication officer.)
- 10.- Signature:
HENRY SIERRA HERNÁNDEZ (signed; illegible)
Adviser Minister. Director of the National Consular Service. Resolu-
tion of the Director-General of Personnel of Consular Affairs N° 032 as
of 03/26/99.-
VERIFIED BY: (signed; illegible)
(One (1) revenue stamp for a total value of Bs. 5,000, duly cancelled,
has been affixed to this legalization sheet).-

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I HEREBY CERTIFY that the foregoing translation is a true and exact
version of the ARTICLES OF INCORPORATION attached hereto, which
I have done at the request of interested party for legal purposes pertain-
ing thereto. IN WITNESS WHEREOF I hereunto set my hand and affix
my seal in Caracas, on this 14th day of April of the year 2000.-

MANUEL CEDEÑO BERRUETA-QUALIFIED PUBLIC TRANSLATOR

(Acta Constitutiva Heliopteros del Caribe)

Manuel Cedeño Berrueta
Qualified Public Translator
I.C. N° V-3.350.546
Credencial N° 263

Venida Baralt, Esquina Piñango, Edificio Piñango 1600, piso 8, oficina 82,
Caracas, Venezuela. ☎ & fax: (582) 864. 1140; 861. 6069; 861. 4748
e-mail: cedenocarpio@yahoo.com