

F01000003035

TRANSMITTAL LETTER

Registration Section
Division of Corporations

SUBJECT: AERO CONTINENTE S.A.
(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:

MANUEL L. RIVERO

(Name of Person)

M.L. RIVERO & ASSOCIATES

(Firm/Company)

1313 PONCE DE LEON BLVD., SUITE 300

(Address)

CORAL GABLES, FL 33134

(City/State and Zip Code)

200004340792--1

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

For further information concerning this matter, please call:

HUMBERTO BARRERA

(Name of Person)

at

(305) 778-0891

(Area Code & Daytime Telephone Number)

English translation from Mr. BARRERA: "AERO CONTINENT SA."

STREET ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee &
Certificate of Status &
Certified Copy

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01 JUN -4 PM 12:35
TALLAHASSEE FLORIDA
SECRETARY OF STATE

9p

**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. AERO CONTINENTE S.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. PERU

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

3. 55-2197267

(FEI number, if applicable)

4. 01/21/92

(Date of Incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 3399 N.W. 72ND AVE., SUITE 214 MIAMI, FL 33122

(Principal office address)

1313 PONCE DE LEON BLVD., SUITE 300 CORAL GABLES, FL 33134

(Current mailing address)

8. AIRLINE PASSENGER & CARGO

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: MANUEL L. RIVERO

Office Address: 1313 PONCE DE LEON BLVD. STE. 300

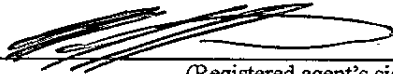
CORAL GABLES, Florida 33134

(City)

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

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

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SECRETARY OF STATE
FLORIDA

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

A. DIRECTORS

Chairman: LUPE MARITZA ZEVALLOS GONZALEZ

Address: JR. BOLUGNESI 125 PISO 16

MIRAFLORES LIMA, PERU

Vice Chairman: WINSTON RICARDO ZEVALLOS GONZALEZ

Address: JR. BOLUGNESI 125 PISO 16

MIRAFLORES LIMA, PERU

Director: CARLOS MORALES ANDRADE

Address: JR. BOLUGNESI 125 PISO 16

MIRAFLORES LIMA, PERU

Director: JORGE D'ACUNHA CUERVAS

Address: JR. BOLUGNESI 125 PISO 16

MIRAFLORES LIMA, PERU

B. OFFICERS

President: JOHN IVAN MEJIA MAGHANI

Address: JR. BOLOGNESI 125 PISO 16

MIRAFLORES LIMA, PERU

Vice President: MAXIMO ZADI DESME HURTADO

Address: 3399 N.W. 72ND AVE., SUITE 214

MIAMI, FL 33122

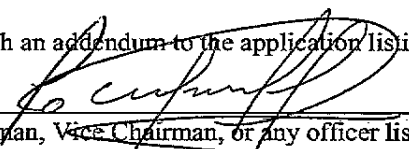
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. JOHN IVAN MEJIA MAGHANI
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATION

MONICA MARGOT TAMBINI AVILA, ATTORNEY NOTARY OF LIMA AV.
JORGE BASADRE 280 SAN ISIDRO, TELEPHONE 2226353 E-MAIL:
nottambini@terra.com.pe

CERTIFIES

THAT THE FOLLOWING TRANSCRIPTION, IS A TRUE TRANSCRIPTION OF
THE LEGAL DOCUMENT REQUESTED BY THE INTERESTED PARTIES FROM
THE TRUE DOCUMENTS AFTER REVIEWING AND IT RESULTS IN AN
IDENTICAL OF THE ORIGINAL THAT FOR ITS AUTHENTICATION I HAVE
PLACED MY SIGN AND SEAL IN EVERY PAGE AND FINALLY AUTHORIZED
WITH MY SIGNATURE, SEAL AND NOTARIAL SEAL.

THE REFERENCES OF THIS COPY CERTIFIED ARE:

ATTACHED PAGES (1)
BELONGS TO: AERO CONTINENTE S.A.
CONTAINS: CERTIFICATE OF GOOD STANDING OF REGISTRATION

IN THE CITY OF LIMA THIS TWENTY SECOND DAY OF THE MONTH OF MAY
OF TWO THOUSAND ONE.

I Yamilet Penahereby certify that this is a true translation from the original document
attached.


Yamilet Pena

Sworn and subscribed to before me this 30th day of May 2001.




NOTARY PUBLIC, STATE OF FL AT LARGE

MY COMMISSION
EXPIRES: _____

FILED
01 JUN -4 PM 12:35
CLERK OF STATE
TALLAHASSEE FLORIDA

THE ENTIRE COPY OF THE CERTIFICATION IS AS FOLLOWS:

CERTIFICATE: OF GOOD STANDING OF REGISTRATION

Office of the Tarapoto

The undersigned Public Registrar,

CERTIFIES:

That in the search carried out in the Database of the Registry of Juristic Persons kept by this registry Office the following appears recorded:

In file No. 693 the Company by the name of:

AERO CONTINENTE S.A.

Whose Articles of Incorporation were recorded on Thursday, January 21, 1992.

It is stated for the record that there is no pending Title of Registration, Dissolution or Extinction of the Company.

This certificate was issued in the city of Tarapoto at 15:17:40 Hrs
On Thursday May 17, 2001

Requested pursuant to:

Receipt No: 519257

Fees s/ 18.00

Public Records Tarapoto Seal

Dr. Augusto F. Lara Arana. Public Registry. Tarapoto. Seal

Legible Signature over seal.

I Yamilet Pena hereby certify that this is a true translation from the original document attached.


Yamilet Pena

Sworn and subscribed to before me this 30th day of May 2001.


NOTARY PUBLIC, STATE OF FL A LARGE



MY COMMISSION
EXPIRES: _____

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01 JUN -4 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACTA DE CERTIFICACION

FILED
01 JUN -14 PH12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MONICA MARGOT TAMBINI AVILA, ABOGADA NOTARIA DE LIMA
AV. JORGE BASADRE 280 SAN ISIDRO. TELEFONO 2226353 E-MAIL:
nottambini@terra.com.pe

CERTIFICO

QUE LA PRESENTE TRANSCRIPCION, CONSTITUYE EL TRASLADO INSTRUMENTAL EXTRAPROTOCOLAR, SOLICITADO POR PARTE INTERESADA DEL INTEGRO DEL INSTRUMENTO QUE, PREVIA CONFRONTACION, RESULTA IDENTICO AL ORIGINAL, POR LO QUE PARA SU AUTENTICIDAD, RUBRICO Y SELLO EN CADA FOJA Y FINALMENTE AUTORIZO CON MI FIRMA Y SELLO, E IMPRIMO EN EL, MI SIGNO NOTARIAL.

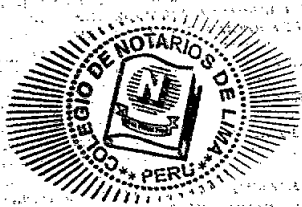
LAS REFERENCIAS DE ESTA COPIA CERTIFICADA SON:

FOJAS UTILES: UNA (1)

PERTENECE A: AERO CONTINENTE S.A.

CONTIENE: CERTIFICADO DE VIGENCIA DE INSCRIPCION

EN LA CIUDAD DE LIMA, A LOS VEINTIDOS DIAS DEL MES DE MAYO DE DOS MIL UNO.



[Signature]
MONICA TAMBINI AVILA
Abogada - Notaria de Lima



Av. Jorge Basadre 275 - San Isidro Teléfono: 222-6353 Fax: 222-7408 E-mail: nottambini@terra.com.pe

LA COPIA ÍNTEGRA DEL DOCUMENTO ALCANZADO POR EL SOLICITANTE ES
COMO SIGUE:

CERTIFICADO: VIGENCIA DE INSCRIPCION

Oficina de Tarapoto

El Registrador Público que suscribe,

CERTIFICA

Que, de la Búsqueda realizada en la Base de Datos del Registro de Personas

Jurídicas de esta Oficina Registral, aparece inscrito como sigue:

En la ficha No. 693 la Sociedad Denominada:

AERO CONTINENTE S.A.

Cuya Constitución fue inscrita el día Jueves 21 Enero 1992.

Se deja constancia que no existe Título pendiente de Inscripción, sobre
Disolución ó Extinción de la Sociedad.

Expedido el presente certificado en la ciudad de Tarapoto a las 15:17:40 Hrs.

Del día Jueves 17 Mayo 2001

Solicitado Según:

Recibo No: 519257

Derechos s/. 18.00

Un sello que dice: Registros Públicos— Tarapoto.

Un sello que dice: Dr. Augusto F. Lara Arana, Registrador Publico, Tarapoto.

Una firma ilegible sobre el sello.



MONICA TAMBINI AVILA
Abogada — Notaria de Lima



01 JUN -4 PM12:35
FILED
SECRETARY OF STATE
TREASURY DEPARTMENT

De conformidad con el Art 112 del Estatuto de la
Junta de Hermanos de los Colegios de Notarios del
Perú, concordare con el Ar 2 del D S N° 010 98.
JU, en representación del Presidente del Consejo
Directivo, quien certifica que la firma y sellos que
aparecen en esta Foja corresponden al Notario
de LIMA, DRA. MONICA TAMBINI
AVILA, EN ACTUAL EJERCICIO

Rebo. 00032

Lima, 23 de 05

de 2001



Not. Antonio Vega Erasquin



MINISTERIO DE RELACIONES EXTERIORES DEL PERU
DIRECCION GENERAL DE ASUNTOS CONSULARES
LEGALIZACIONES

No. 002123

Se legaliza la firma que antecede del Sr.

Antonio Vega

Nota: SE LEGALIZA LA FIRMA SIN JUZGAR

EL CONTENIDO DEL DOCUMENTO

Lima, 24 MAY 2001



B. Vial
BENJAMIN VICTOR VIAL CARHUAVILCA
Dirección de Trámites Consulares
LEGALIZACIONES

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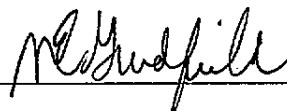
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Republic of Peru)
Province and City of Lima) ss:
Embassy of the)
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.

BENJAMIN VICTOR VIAL CARHUAVILCA

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



Mary E. Grandfield
Consul of the
United States of America

May 25, 2001
(Date)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUN -4 PM 12:35

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