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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

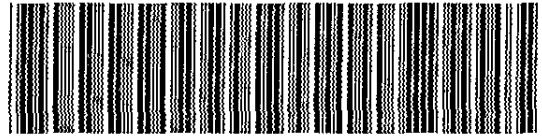
(Business Entity Name)

(Document Number)

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03 OCT -9 PM 2:44
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TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 273883 7359092

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
03 OCT -9 PM 5:04
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 2003

ORDER TIME : 1:06 PM

ORDER NO. : 273883-005

CUSTOMER NO: 7359092

CUSTOMER: Ms. Tina Rodriguez
Harper Meyer Perez & Ferrer
Suite 1650
701 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: SANTA BARBARA AIRLINES (USA)
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

**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. SANTA BARBARA AIRLINES S.A.

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

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

2. VENEZUELA

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

3. APPLIED FOR

(FEI number, if applicable)

4. JUNE 13, 1995

(Date of incorporation)

5. 50 YEARS

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

6. UPON QUALIFICATION

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

7. CALLE 3-B, EDF. TOKAY, PISO 3, LA URBINA, CARACAS, VENEZUELA

(Principal office address)

SAME

(Current mailing address)

8. CERTIFICATED 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: **GEORGE R. HARPER, ESQ.**

Office Address: **701 BRICKELL AVENUE, SUITE 1650**

MIAMI

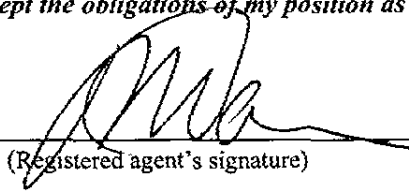
(City)

, Florida **33131**

(Zip code)

10. Registered agent's acceptance:

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


(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **FRANCISCO GONZALEZ YANES**

Address: **CALLE 3-B. EDF. TOKAY, PISO 3, LA URBINA,**

CARACAS, VENEZUELA

Director: _____

Address: _____

B. OFFICERS

President: **FRANCISCO GONZALEZ YANES**

Address: **CALLE 3-B. EDF. TOKAY, PISO 3, LA URBINA,**

CARACAS, VENEZUELA

Vice President: **MANUEL ALVAREZ**

Address: **CALLE 3-B. EDF. TOKAY, PISO 3, LA URBINA,**

CARACAS, VENEZUELA

Financial Vice President: **GABRIELA GONZALEZ CARRILLO**

Address: **CALLE 3-B. EDF. TOKAY, PISO 3, LA URBINA, CARACAS, VENEZUELA**

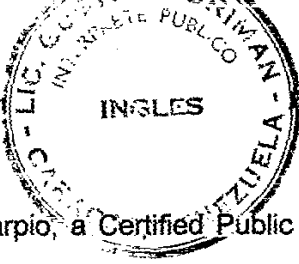
Vice President of Maintenance: **JOSE LUIS GONZALEZ CARRILLO**

Address: **CALLE 3-B. EDF. TOKAY, PISO 3, LA URBINA, CARACAS, VENEZUELA**

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. **GABRIELA GONZALEZ CARRILLO, FINANCIAL VICE PRESIDENT**
(Typed or printed name and capacity of person signing application)



I, Gustavo Enrique Griman Carpio, a Certified Public Interpreter and Translator of the Bolivarian Republic of Venezuela in the English language, as per title published in the Official Gazette No. 32525 on July 28, 1982, and duly registered in the Main Public Registry Office in the Federal District under No. 102, folio 58 and overleaf, Volume 3, and recorded in the First Court of Common Pleas in Civil Matters on July 12, 1982, DO HEREBY CERTIFY that the true and correct translation of the attached document reads as follows:

"BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF INTERNAL AFFAIRS AND JUSTICE
MAIN OFFICE OF PUBLIC REGISTRY
OF THE STATE OF ZULIA

I, JORGE J. PRIETO L., Main Registrar of the State of Zulia, do hereby CERTIFY that I have compared the signature of HENRY RAMIREZ SANCHEZ with the signature existing in the official archives of signatures of public servants kept by this Registry Office, with the CERTIFICATION signed by said official. Requested by MARICELA MACHADO and prepared by SALVADORA URRIBARRI, ID Card No. V-5713278, who signs this legalization together with me.

(signed)

(There appears a seal which reads as follows:) Bolivarian Republic of Venezuela. Main Office of Public Registry. State of Zulia. Maracaibo.

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF INTERNAL AFFAIRS AND JUSTICE
MAIN OFFICE OF PUBLIC REGISTRY
OF THE STATE OF ZULIA

Maracaibo, this twenty-second (22nd) day of September, in the year two thousand-three.

193rd year of Independence and 144th year of Federation

I, JORGE J. PRIETO L., Main Registrar of the State of Zulia, do hereby certify that the signature that legalizes the attached document is the genuine signature of HENRY RAMIREZ SANCHEZ; that that is the signature used by HENRY RAMIREZ SANCHEZ,



who currently is the Mercantile Registrar of the Third Mercantile Registry Office of the Judicial Circuit of the State of Zulia, in all his public acts; and that the issuance of said attached document was requested by MARICELA MACHADO and made by SALVADORA URRIBARRI, ID Card No. V-5713278, in accordance with Article 37 of the Law of Public Registry Offices. Fees paid as per Application No. 60327, Voucher No. 6383. Certified by

The Main Registrar

(signed)

JORGE J. PRIETO L.

Main Registrar of the State of Zulia

Attorney at Law

(signed)

Authorized Official

(There appears a seal which reads as follows:) Bolivarian Republic of Venezuela. Main Registry Office of the State of Zulia. Maracaibo.

BOLIVARIAN REPUBLIC OF VENEZUELA

MINISTRY OF INTERNAL AFFAIRS AND JUSTICE

THIRD MERCANTILE REGISTRY OFFICE

MARACAIBO, STATE OF ZULIA

Maracaibo, September 8, 2003

193rd year of Independence and 144th year of Federation

No. 1628-2003

Honorable

Secretary of State

Of the State of Florida

I, the Third Mercantile Registrar of the Judicial Circuit of the State of Zulia, do hereby certify that Santa Barbara Airlines, S.A. is a company registered in this Registry Office under No. 39, in Volume 37-A, on the thirteenth (13th) day of June, nineteen hundred

and ninety-five (1995); that said Company is existing under the law to date; that it is in good status and that it has not been liquidated or dissolved or extinguished.

This certification is given for any pertinent legal purposes.

GOD AND FEDERATION

(signed)

HENRY RAMIREZ SANCHEZ

THIRD MERCANTILE REGISTRAR

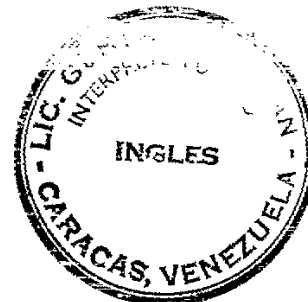
(There appears a seal which reads as follows:) Bolivarian Republic of Venezuela. Main Registry Office of the State of Zulia. Maracaibo.

Visit our Web site at <http://www.reg-mercantil3.zulia.com>"

The foregoing is a true and correct translation of the attached document, written in the Spanish language, which has been done at the request of the party concerned. IN WITNESS WHEREOF I hereunto set my hand and affix my seal of office, in Caracas, this first (1st) day of October, 2003.



GUSTAVO GRIMAN
CERTIFIED TRANSLATOR



**REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
OFICINA DE REGISTRO PRINCIPAL
DEL ESTADO ZULIA**



ABOG. JORGE J. PRIETO L., Registrador Principal del Estado Zulia, quien suscribe, Certifica: que ha confrontado la firma del ciudadano **ABOG. HENRY RAMIREZ**, con las existentes en el archivo oficial de firmas de funcionarios públicos llevados por este Registro, con la **CERTIFICACION** otorgado por dicho funcionario. Solicitada por: **MARICELA MACHADO** y elaborada por: **SALVADORA URRIBARRI**, titular de la Cédula de Identidad No. V-5713278, quien conjuntamente conmigo suscribe la presente legalización.





REPÚBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL TERCERO
MARACAIBO ESTADO ZULIA

Maracaibo, 08 de Septiembre de 2.003
193° y 144°

Nº 1628-2003.
Ciudadano:
Secretario de Estado
Del Estado de Florida
Su Despacho.-

Por medio de la presente en mi carácter de Registrador Mercantil Tercero de la Circunscripción Judicial del Estado Zulia, Certifico que: La Sociedad Mercantil Santa Bárbara Airlines S.A, inscrita ante esta oficina de Registro bajo el Nº.39 y Tomo 37-A en la fecha del Trece(13) de Junio de Mil Novecientos Noventa y Cinco (1.995), existe legalmente hasta la fecha, es decir, que esta vigente y que no ha sido liquidada o disuelta y por lo tanto no se ha extinguido.

Remisión que hago a los fines legales consiguientes.



DIOS Y FEDERACION

Abog. HENRY RAMIREZ.
REGISTRADOR MERCANTIL TERCERO.

Visite nuestra pagina Web en la siguiente dirección: <http://www.reg-mercantil3-zulia.com>.

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
OFICINA DE REGISTRO PRINCIPAL
DEL ESTADO ZULIA



Maracaibo, VEINTIDOS DE SEPTIEMBRE DE DOS MIL TRES

Años: 193° y 144°

REPUBLICA BOLIVARIANA DE VENEZUELA
OFICINA DE REGISTRO PRINCIPAL
DEL ESTADO ZULIA

ABOG. JORGE J. PRIETO L., Registrador Principal del Estado Zulia, quien suscribe, Certifica: que la firma que legaliza del anterior documento es autentica y es la misma que utiliza en todos sus actos públicos y corresponde al ciudadano ABOG. HENRY RAMIREZ, quien para la fecha del acto que suscribe es REGISTRADOR MERCANTIL TERCERO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA. Solicitada por: MARICELA MACHADO y fue elaborada por: SALVADORA URRIBARRI, titular de la Cédula de Identidad No. V-5713278, de conformidad con el Artículo 37 de la Ley de Registro Público. Causó derechos según Planilla No. 60327, Comprobante No. 6383. Lo Certifico.

REPUBLICA BOLIVARIANA DE VENEZUELA
OFICINA DE REGISTRO PRINCIPAL
DEL ESTADO ZULIA

El Registrador Principal



ABOG. JORGE J. PRIETO L.

REPUBLICA BOLIVARIANA DE VENEZUELA
Gorge J. Prieto López
REGISTRADOR PRINCIPAL DEL EDO. ZULIA
ABOGADO

EL AUTORIZADO,

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05477771

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05477760

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05446699

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05477801

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05446700

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

REPUBLICA BOLIVARIANA
DE VENEZUELA

500
Quinientos Bolívars

SENIA

F-02 05477802

Nombre del solicitante:

Maria Medel

Número de identificación:

4520081

Fecha:

220908

Concepto:

