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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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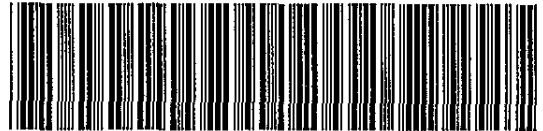
Certificates of Status

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LINEA AEREA SAPSA CHILE, S. A., INC.
(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:

THOMAS R. SPENCER

(Name of Person)

THOMAS R. SPENCER, P. A.

(Firm/Company)

2 Alhambra Plaza, Penthouse II-B

(Address)

Coral Gables, Florida 33134

(City/State and Zip code)

For further information concerning this matter, please call:

Maria M. Rojas

(Name of Person)

at (305) 446-5711

(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

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 |
|---|--|---|--|

**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. LINEA AEREA SAPSA CHILE, S.A., INC.

(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. Iquique, Chile

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

3. 98-0452205

(FEI number, if applicable)

4. February 25, 2003

(Date of incorporation)

5. Perpetual

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

6. April 6, 2005

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1951 N.W. 68th Ave., Bldg #3-706, Suite #237, Miami, FL 33122

(Principal office address)

same

(Current mailing address)

8. Air Transport of Cargo

(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 NOT acceptable)

Name: Thomas R. Spencer

Office Address: 2 Alhambra Plaza
Penthouse II-B

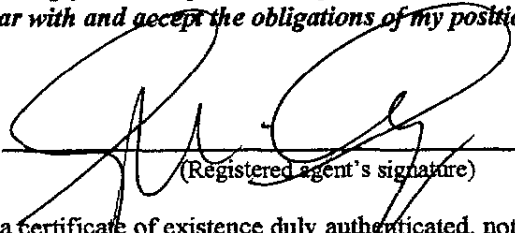
Coral Gables, Florida 33134

(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.

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

A. DIRECTORS

Chairman: CLAUDIO FRANCISCO ALCAYAGA CORVALAN

Address: 1951 N.W. 68th Ave., Bldg. #3-706, Suite #237
Miami, Florida 33122

Vice Chairman: ARIEL SANTULLO ALTIERI

Address: 1951 N.W. 68th Ave., Bldg. #3-706, Suite #237
Miami, Florida 33122

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: CLAUDIO FRANCISCO ALCAYAGA CORVALAN

Address: 1951 N.W. 68th Ave., Bldg. #3-706, Suite #237
Miami, Florida 33122

Vice President: ARIEL SANTULLO ALTIERI

Address: 1951 N.W. 68th Ave., Bldg. #3-706, Suite #237
Miami, Florida 33122

Secretary: THOMAS R. SPENCER

Address: 2 Alhambra Plaza, Penthouse II-B, Coral Gables, FL 33134

Treasurer: _____

Address: _____

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. Thomas R. Spencer, Secretary
(Typed or printed name and capacity of person signing application)

OFFICIAL TRANSLATION

Under the oath prescribed by article sixty-three of the Code of Civil Procedure of the Republic of Chile, I do hereby certify that the following translation from the Spanish original numbered 05/2983 is genuine. -----

----- RUBRICATO NE VARIETUR -----



CERTIFICATE OF GOOD STANDING

----- The document whereof the translation follows hereinbelow is the original of a CERTIFICATE OF GOOD STANDING, issued in the Spanish language, signed; authorized and legalized according to Chilean laws, and reads as follows: -----

----- MANUEL SCHEPELER RAVEAU -----

----- REGISTRAR AND COURT RECORDER -----

----- Ramírez 1597 - IQUIQUE -----

----- 200504070654U -----

----- CERTIFICATE OF GOOD STANDING -----

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----- This is to certify that on February 25, 2003, the
abstract Articles of Incorporation of the Company named LINEA
AEREA SAPSA CHILE S.A. was recorded on page 174 under number 143
in the Register of Commerce kept by me. -----

----- In the margin of the registration, there is no
evidence that the Company has been amended or dissolved. -----

----- IQUIQUE, April 7, 2005. Time: 6:32 p.m. -----

----- Illegible signature -----

----- Seal: MANUEL SHEPELER RAVEAU - REGISTRAR AND RECORDER

- IQUIQUE. -----

----- The Ministry of Justice of Chile certifies the
authenticity of the signature of Mr. Manuel Schepeler. -----

----- Santiago, April 12, 2005. -----

----- Illegible signature. -----

----- VERÓNICA LAGOS FRAGA -----

----- Legalization Officer. -----

----- The Ministry of Foreign Affairs of Chile does hereby
legalize the signature of Ms. V. Lagos. -----

----- Illegible signature -----

----- MANUEL VERDEJO M. -----

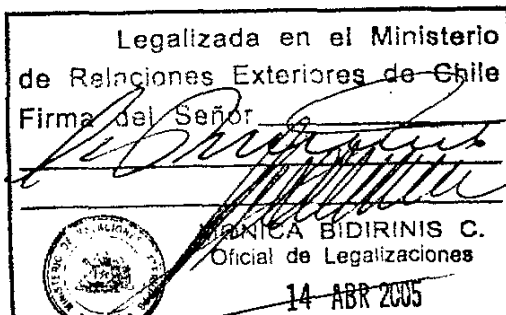
----- Legalization Officer. -----

----- April 12, 2005. -----

----- Seal: MINISTRY OF FOREIGN AFFAIRS - CHILE. -----

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IN WITNESS WHEREOF, I have hereunto set my hand and seal in
SANTIAGO, CHILE, on this 14th day of April, 2005.



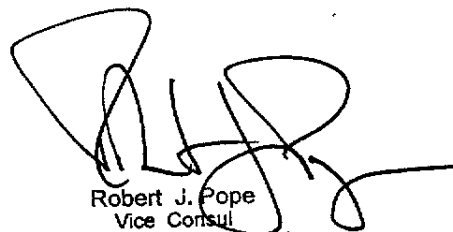
THE OFFICIAL TRANSLATOR
PRINCE OF WALES
OFFICE

REPUBLIC OF CHILE)
PROVINCE AND CITY OF SANTIAGO) SS:
EMBASSY OF THE UNITED STATES OF AMERICA)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **Mónica Bidirinis C.** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **APR 14 2005** the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this

APR 15 2005


Robert J. Pope
Vice Consul
of The United States of America

CERTIFICADO DE VIGENCIA

CERTIFICO : Que con fecha 25 de Febrero de 2003 se inscribió a fojas 174 vuelta bajo el N° 143 en el Registro de Comercio a mi cargo el extracto de la Sociedad LINEA AEREA SAPSA CHILE S.A..-

Al margen de la inscripción no hay constancia que la Sociedad haya sido modificada o disuelta.-

IQUIQUE , a las 18:32 Hrs. del 07 de Abril de 2005.-

El Ministerio de Justicia de Chile
Certifica la autenticidad de la firma de
don Manuel Schepeler
Santiago, 12 ABR 2005
VERONICA LAGOS FRAGA
Oficial de Legalizaciones



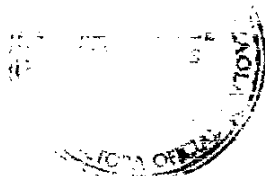
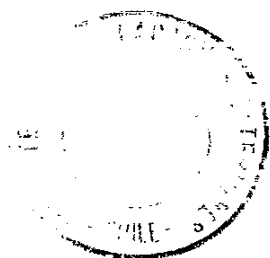
Legalizada en el Ministerio
de Relaciones Exteriores de Chile
Firma del Señor Manuel Verdejo M.
MANUEL VERDEJO M.
Oficial de Legalizaciones
12 ABR 2005

MINISTERIO DE RELACIONES EXTERIORES
CHILE
Traducción Oficial ☒ Auténtica ☐
Ejemplares..... Idioma español
12 ABR. 2005
Plazo Normal ☒ Urgente ☒ Extra-urgente ☐
N° 05/2903

OFFICIAL TRANSLATION

Under the oath prescribed by article sixty-three of the Code of Civil Procedure of the Republic of Chile, I do hereby certify that the following translation from the Spanish original numbered 05/2984 is genuine. -----

----- RUBRICATO NE VARIETUR -----



ABSTRACT ARTICLES OF INCORPORATION

----- The document whereof the translation follows hereinbelow is a certified true photocopy of an ABSTRACT ARTICLES OF INCORPORATION, issued in the Spanish language, signed; authorized and legalized according to Chilean laws, and reads as follows: -----

----- No. 143. -----

----- COMPANY: LINEA AEREA SAPSA CHILE S.A. -----

----- Digest 2661 -----

----- Iquique, February twenty-fifth, two thousand and -----

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- // -----

three, I proceed to make the following entry: "MARÍA ANTONIETA NIÑO DE ZEPEDA PARRA, Incumbent Notary Public, A. Pinto 555, Iquique, do hereby certify that by public deed executed before me on this date, Mr. CLAUDIO FRANCISCO ALCAYAGA CORVALÁN, a businessman, domiciled at Avda Larraín 7941, Hangar 9, La Reina, Santiago, GABRIEL GUSTAVO SANTOA GELARDI, a pilot, domiciled at San Gabriel 166, Godoy Cruz, Mendoza, Argentina, and Mr. MARCO ANTONIO TRAPPA, a businessman, domiciled at El Callao 27, Grandburg, Post Office Code 1615, Province of Buenos Aires, Argentina, all of them in transit in this city, have incorporated a closed-end stock corporation under the name of "LINEA AEREA SAPSA CHILE S.A.", which may operate under the fancy names of "SAPSA CHILE S.A." or "SAPSA S.A." or LINEA AEREA SAPSA S.A.". Object: (a) To engage in and develop national or international regular or non-regular air and land transportation, of passengers or cargo, mail, tourism, by air, land or sea means, either on its own account or on account of others; and engage in and develop air services in any and all forms and classifications and all other activities related to the foregoing in any manner; (b) the purchase, sale, rental, brokerage, import and export and/or agency of aircraft of any nature, spare parts, pieces, parts and input thereof; (c) to carry out any activity directly or indirectly related to the foregoing and, in particular, any of them being supported by development laws, tax franchises and/or Free Zones and, in particular, for the First, Second or Third Region of Chile: (e) to come into association with Chilean or foreign individuals or legal entities, incorporate or become a member in already

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existing corporations and/or acquire an interest or shareholding
therein, at any title and dispose of movable or immovable
property, shares or rights in corporations or communities, enter
into or manage them or take part in their management; terminate,
liquidate or merge them; (e) to invest the capital and reserves
that it may raise in activities alien from its object, whether
for safeguard of its capital and reserves or for creating
securities and offer the same in order to facilitate the
corporate activities. Capital Stock: Ch\$10.000.000 divided into
100 registered shares of common stock without par value, to be
subscribed for and paid as follows: Claudio Francisco Alcayaga
Corvalán, hereby subscribes for and pays 51 shares; total
amount: Ch\$5,100,000 in cash ready money; Marco Antonio Trappa,
hereby subscribes for 44 shares, total amount: Ch\$4,400,000
contributed and paid in cash ready money; Gabriel Gustavo Santos
Gelardi, hereby subscribes for 5 shares; total: Ch\$500,000
contributed and paid in cash ready money. Duration: perpetual
from the date of this deed. Registered Office: Iquique; although
it may qualify other agencies and branches in any city inside
the country and abroad. Other stipulations as contained in the
deed of which this is an abstract. Iquique, February 20, 2003.
(sic) It is so evidenced from the present Register under No.
121. Requesting Party: Carlos Carmona. In witness whereof, I
have signed. -----

----- Illegible signature -----

----- Seal: RICARDO SANTOLAYA BIONDI - Deputy Registrar and
Recorder - IQUIQUE. -----

----- Fee Paid: Ch\$15,300. -----

----- // -

- // -----
----- True to its original kept on the reverse side of page
174, under No. 143 of the Register of Commerce for the year
2003. -----

----- IQUIQUE, April 8, 2005. -----
----- Illegible signature -----
----- Seal: MANUEL SCHEPELER RAVEAU - REGISTRAR AND
RECORDER - IQUIQUE. -----

----- The Ministry of Justice of Chile certifies the
authenticity of the signature of Mr. M. Schepeler. -----

----- Santiago, April 12, 2005. -----
----- Illegible signature -----
----- VERÓNICA LAGOS FRAGA -----
----- Legalization Officer. -----

----- The Ministry of Foreign Affairs of Chile does hereby
legalize the signature of Ms. V. Lagos. -----

----- Illegible signature -----
----- MANUEL VERDEJO M. -----
----- Legalization Officer. -----
----- April 12, 2005. -----

----- Seal: MINISTRY OF FOREIGN AFFAIRS - CHILE. -----

=====

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
SANTIAGO, CHILE, on this 14th day of April, 2005.



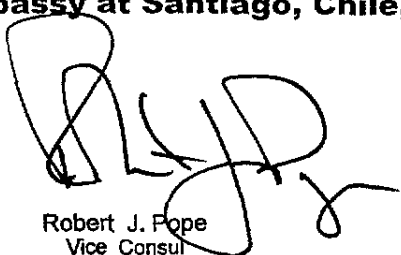
THE OFFICIAL TRANSLATOR

REPUBLIC OF CHILE)
PROVINCE AND CITY OF SANTIAGO) SS:
EMBASSY OF THE UNITED STATES OF AMERICA)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **Mónica Bidirinis C.** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **APR 14 2005** the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this

APR 15 2005


Robert J. Pope
Vice Consul
of The United States of America



Nº 143.-

SOCIEDAD

LÍNEA

AÉREA

SAPSA

CHILE

S.A.

REP.2661.-

Iquique, veinticinco de Febrero del dos mil tres,
procedo a la siguiente inscripción: "MARIA
ANTONIETA NIÑO DE ZEPEDA PARRA,
Notario Público Titular, A. Pinto 555, Iquique.
Certifico que, por escritura pública hoy, ante mí,
CLAUDIO FRANCISCO ALCAYAGA
CORVALAN, empresario, Avda. Larrain 7941,
Hangar 9, La Reina, Santiago, GABRIEL

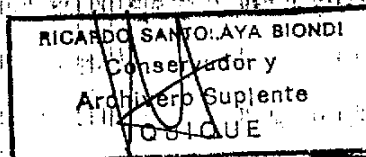
GUSTAVO SANTOS GELARDI, piloto, San Gabriel 166, Godoy Cruz, Mendoza, Argentina, y MARCO ANTONIO TRAPPA, empresario, El Callao, 27, Grandburg, código postal 1615, Provincia Buenos Aires, Argentina, todos de paso esta ciudad, constituyen sociedad anónima cerrada, nombre "LINEA AEREA SAPSA CHILE S.A.", pudiendo funcionar, nombres fantasía: "SAPSA CHILE S.A." o "SAPSA S.A." o "LINEA AEREA SAPSA S.A.". Objeto: a) Desarrollar y explotar servicios de Transporte aéreo regular o no regular y terrestre, sea de pasajeros, carga, correo, turismo, tanto nacional o internacional, por medios aéreos, terrestres, marítimos, ya sea por cuenta propia o de terceros; y desarrollar y explotar servicios de trabajos aéreos en cualquiera de sus formas y clasificaciones y de toda actividad relacionada con lo anterior, en cualquiera de sus formas, b) la compra, la venta, arrendamiento, corretaje, importación y exportación y/o la representación de aeronaves de cualquier naturaleza, de repuestos, piezas y partes e insumos de las mismas. c) Realizar cualquier actividad relacionada directa o indirectamente con las anteriores y en especial cualquiera de ellas que sea apoyada por leyes de fomento, franquicias tributarias y/o de Zona Franca y en especial para la Primera, Segunda o Tercera Región de Chile. e) Asociarse con personas naturales o jurídicas, chilenas o extranjeras, formar o entrar a formar parte de las sociedades y o adquirir participación o intereses en ellas, a cualquier título y



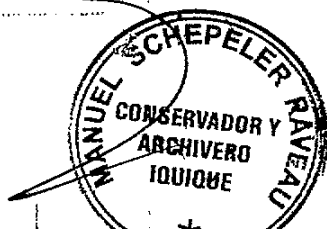
enajenar bienes muebles e inmuebles, acciones o derechos en sociedades o comunidades, ingresar a ellas, administrarlas o intervenir en su administración, ponerles término, liquidarlas o fusionarlas. e) invertir su capital y reservas que forme, en actividades ajenas a su objeto, sea para resguardo del capital y reservas, como para constituir garantías u ofrecerlas con el objeto de facilitar las actividades sociales. Capital \$10.000.000.- dividido 100 acciones nominativas, ordinarias, sin valor nominal, suscribirá y pagará siguiente forma: Claudio Francisco Alcayaga Corvalan, suscribe y paga este acto 51 acciones, total \$5.100.000.- contado, dinero efectivo, Marco Antonio Trappa, suscribe este acto 44 acciones, total \$4.400.000.- aporta y paga, contado, dinero efectivo, Gabriel Gustavo Santos Gelardi, suscribe este acto 5 acciones, total \$500.000.- aporta y paga, contado, dinero efectivo. Duración indefinida, contar fecha presente instrumento. Domicilio Iquique, sin perjuicio agencias y sucursales pueda establecer cualesquiera ciudad, en otros puntos país y extranjero. Demás estipulaciones contrato extractado. Iquique, 20 Febrero 2003.- (sic) Así consta en el extracto que en original dejo agregado al final del presente Registro bajo el N°121.-
Requiente: Carlos Carmona.- Para constancia
firmo.-

D**/5.300

CONFORME CON SU ORIGINAL CORRIENTE
A F. 174^{va} N° 143 DEL REGISTRO
DE Comercio DEL AÑO 2003



IQUIQUE 08 ABR. 2005



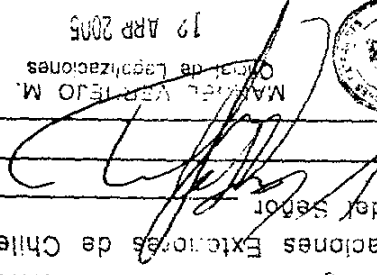
El Ministerio de Justicia de Chile
Certifica la autenticidad de la firma de
don Cl. Schepeler

Santiago, 12 ABR 2005

VERÓNICA LAGOS FRAGA
Oficial de Legalizaciones

INUTILIZADO

Nº 05/2584	
☐ Extra-urgente	☒ Urgente
Plazo Normal ☒	
12 ABR. 2005	
Ejemplares.....	
☐ Auténtica	☒ Traducción Oficial
CHILE	
MINISTERIO DE RELACIONES EXTERIORES	

12 APR 2005	
MARCELO VERRILLO M. Oficial de Legalizaciones	
	
Firma del señor	
de Relaciones Exteriores de Chile	
Legalizada en el Ministerio	