

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AEROMANTENIMIENTO, 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:

ROBERTO SORIANO
(Name of Person)
AMERICA CENTRAL CORPORATION
(Firm/Company)
8725 NW 18 TER, SUITE 402
(Address)
DORAL, FL 33172
(City/State and Zip code)

For further information concerning this matter, please call:

ROBERTO SORIANO at (305) 871-1587 x 720
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2007

ROBERTO SORIANO
8725 NW 18 TER, SUITE 402
DORAL, FL 33172

SUBJECT: AEROMANTENIMIENTO, S.A.
Ref. Number: W07000035747

We have received your document for AEROMANTENIMIENTO, S.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 707A00046514

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

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

1. AEROMANTENIMIENTO, S.A. CORP.

(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. EL SALVADOR

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

3. APPLIED FOR

(FEI number, if applicable)

4. 9-30-1983

(Date of incorporation)

5. PERPETUAL

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

6. NONE

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. AEROPUERTO INTERNACIONAL EL SALVADOR, ACCESO # 6, LA PAZ, EL SALVADOR, C.A.

(Principal office address)

8231 SW 35 TER, MIAMI, FL 33155

(Current mailing address)

8. THE EXERCISE OF COMMERCIAL AND INDUSTRIAL ACTIVITIES IN ALL ITS BRANCHES IN THE BROADEST TERMS POSSIBLE

(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: TULE ARNIELLA

Office Address: 8231 SW 35 TER

MIAMI

(City)

33155

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG 13 PM 3:41

FILED

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

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07 AUG 13 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JOSE ERNESTO RUIZ IMERY

Address: EDIFICIO CARIBE 2do PISO

SAN SALVADOR, EL SALVADOR

Director: _____

Address: _____

B. OFFICERS

President: CHAHRAM BOLOURI

Address: EDIFICIO CARIBE 2do PISO

SAN SALVADOR, EL SALVADOR

Vice President: ROBERTO JOSE KRIETE AVILA

Address: EDIFICIO CARIBE 2do PISO

SAN SALVADOR, EL SALVADOR

Secretary: STEPHANE GUERIN

Address: EDIFICIO CARIBE 2do PISO, SAN SALVADOR, EL SALVADOR

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. JOSE ERNESTO RUIZ IMERY, DIRECTOR

(Typed or printed name and capacity of person signing application)



Embassy of the United States of America
San Salvador, El Salvador.

This is to certify that the annexed translation(s) of:

Bylaws for the company Aeroman

has (have) been made by me from the Spanish language and to the best of my knowledge and understanding of the English and Spanish languages it is as exact a translation as is possible.

Date: _____ day of JUN 25 2007 20 ____.

Ma. Teresa Carballo F.
Name of Translator

M. Teresa Carballo F.
Signature of Translator

EMBASSY OF THE UNITED STATES OF AMERICA
CITY OF ANTIGUO CUSCATLAN
DEPARTMENT OF LA LIBERTAD
REPUBLIC OF EL SALVADOR

SS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG 13 PM 3:41

FILED

Sworn and subscribed to before me
this _____ day of JUN 25 2007 20 ____.

John R. Carlino
Consul of The United States of America

Commission Indefinite
22 USC SEC 110

(Seal)

Note:

For the contents of the annexed documents, the Embassy assumes No responsibility.

NUMBER FIVE. San Salvador, El Salvador, on the thirteenth day of February of two thousand seven, before me, Mrs. Lilian Ruth Zelaya Panting, Notary of this domicile, personally appeared Mrs. ROBERTA GALLARDO DE CROMEYER, known to be (with basis of satisfactory evidence) a Salvadorian lawyer and acknowledged to me that she is of legal age, and holds her Identification Card Number zero one three one seven six four four six, who performs as a Designated Special Executor on behalf and in Representation of the General Shareholders' Extraordinary and Ordinary Meeting of the corporation AEROMANTENIMIENTO, SOCIEDAD ANONIMA, that can be abbreviated AEROMANTENIMIENTO, S.A., AEROMAN, S.A. or AIRMAINT, S.A., of Salvadoran nationality, located in San Luis Talpa, Departamento de La Paz, holding a Tributary Identification Number zero six hundred fourteen- three hundred thousand nine hundred eighty and three- zero zero one - six, and whose function and position as agent I give faith of being legitimate by having had at sight: a) Deed of Formation, granted in this city at nine hours and thirty minutes of the thirtieth day of September of the year nineteen eighty three, before the notary office of Doctor Salvador Alemán Echeverría, registered in the Registry of Commerce number ONE of Book THREE HUNDRED EIGHTY - FOUR of the Companies Registry Office on the twenty fifth day of October of the year nineteen eighty three, where it is established that the company's nature, address and denomination are those previously expressed herein, that its term is undetermined; that within its purposes is the granting of acts like the present one; that the administration of the company will be trusted to a Board of Directors, whose members will have a term of five years; that the judicial and extra judicial representation of the company and the use of the corporate name, correspond to the Director President, who will require resolution of the Board of Directors in order to enter into any legal documents such as this one; b) Public Deed granted in this city, the twentieth day of December of nineteen eighty eight, before the notary office of Doctor Ernesto Arbizú Mata, registered to number THIRTY SEVEN of Book SIX HUNDRED AND NINETY FIVE of the Business Registrar's office, by means of which the share capital of the company was increased to the sum of two million seven hundred eighty thousand colones, by means of the issuance of twenty-seven thousand eight hundred shares of a nominal value of one hundred colones each one, reason why the share capital of the Company went up to the sum of two million eight hundred thousand colones; c) Public Deed granted in this city, at nine hours and thirty minutes of the twenty-eighth day of December of the year nineteen eighty nine, before the notary office of Mr. Juan Pablo Ernesto Cordova Hinds, Lawyer, registered to number FORTY TWO of Book ONE THOUSAND AND THIRTY NINE of the Business Registrar's office, by means of which the share capital of the company was increased to the sum of six hundred and fifty seven thousand colones by the issuance of six thousand five hundred and seventy shares of a nominal value of one hundred colones each, reason why the share capital of the Company went up to the sum of three million four hundred and fifty seven thousand colones; d) Public Deed granted in this city, at sixteen hours and ten minutes the twentieth day of December of the year nineteen ninety one , before the notary office of Mr. Federico Guillermo Avila Quehl, Lawyer, registered to number THIRTY NINE of Book ONE THOUSAND THIRTY NINE of the Business Registrar's office, by means of which the share capital of the company was increased to the sum of six hundred and fifty three thousand colones, by the issuance of six thousand five hundred and thirty shares of a nominal value of one hundred colones each one, reason why the share capital of the Company went up to the sum of four million one hundred and ten thousand colones; e) Public Deed Testimony of Capital Increase of this company, granted in this city at fifteen hours and ten minutes of the twenty first day of December of year nineteen ninety three, before the notary office of Mr. Federico Guillermo Avila Quehl, Lawyer, registered to number THIRTY FIVE, of Book ONE THOUSAND AND FORTY SIX of the Business Registrar's office released in this city on August the twenty sixth of year nineteen ninety four, by means of which the share

ones; 3) To include a clause that regulates the arbitration as a mechanism to resolve the differences that could arise between the company and the partners or between these; and, 4) To incorporate the company agreement in a single instrument to facilitate its reading, by having modified certain clauses and added one, according to what has been described previously. Also, in the Extraordinary and Ordinary General Meeting it was agreed to name the appearer, Mrs. Roberta Gaillardo de Cromeyer, and to another person, as Special Executors in the agreements of ordinary and extraordinary character, being totally authorized to appear jointly or separately to grant the present instrument; and in the character in which she appears, SHE SAYS to ME: I. AMENDMENT TO THE COMPANY BYLAWS. - That in order to fulfill the agreements of the Extraordinary and Ordinary General Shareholders Meeting of the Company AEROMANTENIMIENTO, S.A. previously related, proceeds to modify the Company's bylaws, gathering all the clauses in this instrument that will rule the company and which will constitute its Statutes, and that by virtue of having amended them, to have rectified and included a clause; its numeration and literal tenor is as follows: "FIRST: NATURE, DENOMINATION, AND ADDRESS. - The Company is of joint-stock, it will work under the name of "AEROMANTENIMIENTO" or under its abbreviations "AEROMAN" or "AIRMAINT" followed by the words SOCIEDAD ANÓNIMA or their abbreviation "S.A." and its address will be in the city of San Luis Talpa, but it will be able to open agencies, branches, offices or dealers in any place of the Republic or abroad. - SECOND: TERM. - The term of the company is of undetermined time. - THIRD: PURPOSE. - The Company will have as a purpose, the exercise of commercial and industrial activities in all its branches in the broadest terms possible. - It will be able to specially dedicate itself to: a) repair and maintenance all kinds of airships; b) import spare parts, materials, tools, and accessories for airships; c) provide consultancy to local or foreign companies; d) study and promote projects for the formation of new companies; and e) the investment in all kinds of companies. - For the attainment of its purpose, the company will be able to make all kinds of acts that are complementary or accessory, relative or connected, with its purpose, such as the concession and obtaining of all kinds of credits with national or foreign people or institutions, with or without guarantee, to guarantee or to become responsible for the fulfillment of obligations of third parties; to have any title of movable goods or real estate property, lease the goods or establish mortgages or securities; and in general to celebrate all kinds of acts and contracts and to undertake all kinds of obligations allowed by the law. - FOURTH: CAPITAL. - The capital of the company is FORTY EIGHT MILLION AND NINE HUNDRED THIRTY THOUSAND COLONES, currency of the Republic of El Salvador, divided and represented by a single series of FOUR HUNDRED EIGHTY NINE THOUSAND AND THREE HUNDRED SHARES, of a nominal value of one hundred colones each one. - FIFTH: RELATED TO THE SHARES. - The shares will be common and nominative, despite being totally paid, being able to be transferred by endorsement followed by registry, in books of the company. As far as the specific modalities regarding transfers, the requirements of the titles and book of shareholder, representation of shares, replacement and other regulations relative to the shares, will be as arranged in the Code of Commerce. The President and the Secretary of the Board of Directors will sign the titles of the shares or certificates. SIXTH: RIGHT OF FIRST REFUSAL IN CASE OF INCREASE OF CAPITAL. - In case of capital increase, the shareholders will use their right of first refusal to subscribe the new shares that are issued in proportion to the number of shares that they own as of the date in which the increase is agreed upon and to subscribe any additional contributions of capital. - The rights conferred to the shareholders in case of increase of capital will have to be carried out within fifteen days following the publication of the respective agreement. - SEVENTH: **GOVERNING LAW OF THE COMPANY.** - The General Stockholders' Meetings will constitute the supreme authority of the company. These meetings will have the rights and obligations that the law indicates. EIGHTH: GENERAL MEETINGS: The Ordinary General Meeting will

or special agreement of the Board of Directors they will be able to celebrate all kinds of public or private deeds; to grant general or special powers; to acquire all types of goods; to confer and to revoke in its case, the respective powers of administration that are conferred to the managers, and in general, to perform all kinds of acts and agreements of the company's ordinary course of business. In addition, the President will preside the General Director Meetings and the Board of Directors. FIFTEENTH: FILLING IN THE VACANCY OF THE PRESIDENT AND THE DIRECTORS. In case of death, resignation, impediment, or absence of the Director President, the members of the Board of Directors, Proprietors will elect the substitute to replace the President during its absence or impediment, before the conclusion of the term. It will be the same procedure in relation to the secretary of the Board of Directors; when the vacancy is the Proprietary Director's, the Board of Directors will call a substitute and will decide about who to call, except for legal exceptions. The same rules will be applied in case any of the directors is absent at the time of the celebration of the meeting, or in the case any of them had to be absent for having some sort of interest to know certain subject or business. SIXTEENTH: AUDIT. The monitoring of the company will be trusted to an auditor who will be designated annually by the General Meeting, which will also indicate its remuneration. The Auditor will have the faculties and obligations that the law indicates. For the cases of death, resignation, absence or any impediment of the Auditor the General Stockholders' Meeting will designate a substitute. SEVENTEENTH: ECONOMIC TERM. The economic term of the company will agree with the calendar year that is from the first day of January to the thirty-first day of December. EIGHTEENTH: RESERVES. The reserves will be those the law indicates. In addition, the General Meeting will be able to decree the voluntary reserves that it considers advisable. NINETEENTH: DISSOLUTION AND LIQUIDATION OF THE COMPANY. When it comes to the dissolution and liquidation of the company the dissolution of the company will proceed in any of the cases contemplated by the law. A three member Liquidator Board will be designated during the General Meeting. The substitution of any liquidator will come the same way. TWENTIETH: ARBITRATION. The differences that may arise between the company and the partners or between the partners, in relation to the present document, will be solved by arbitrators, who will be designated and will proceed in accord with what is prescribed in the law of mediation, conciliation and arbitration."*****. II. APPOINTMENT OF BOARD OF DIRECTORS. That according to point FOURTH related to ordinary issues of the Extraordinary and Ordinary Shareholders General Meeting previously mentioned, and after amending the company agreement as decided in the terms already mentioned, it was agreed unanimously that the Board of Directors was conformed by five Proprietary Directors and their respective substitutes, for a term of TWO YEARS, counted as of the date of inscription of the present instrument as follows: DIRECTOR PRESIDENT: Chahram Bolouri, of legal age, Executive, residing in Montreal, Canada, Canadian nationality. DIRECTOR VICE-PRESIDENT: Roberto Jose Kriete Avila, of legal age, Economist, residing in San Salvador, Salvadoran nationality. DIRECTOR SECRETARY: Stephan Guerin, of legal age, Executive, residing in Montreal, Canada, of Canadian nationality. PROPRIETARY DIRECTOR: Glenn Richard Darwin, of legal age, Executive, residing in Hong Kong, British nationality. PROPRIETARY DIRECTOR: Alfredo Pablo Schildknecht Scheidegger, of legal age, Industrial Engineer, residing in San Salvador, Salvadoran nationality. SUBSTITUTE DIRECTOR: Jose Ernesto Ruiz Imery, of legal age, Metallurgical Engineer, residing in San Salvador, Salvadoran nationality. SUBSTITUTE DIRECTOR: Danny Di Pernna, of age, Executive, residing in Montreal, Canada, Canadian nationality. SUBSTITUTE DIRECTOR: Ivan Geoffrey Douglas Hooper, of age, Executive, residing in Bahamas, British nationality. SUBSTITUTE DIRECTOR: Arnulfo Antonio Avelar Velado, of legal age, Employee residing in Nueva San Salvador, today known as Santa Tecla, Departamento of La Libertad, Salvadoran nationality. SUBSTITUTE DIRECTOR: Joaquin Alberto Palomo Deneke, of legal age, agriculturist, residing in San Salvador, Salvadoran nationality. I, the subscribed notary, certify that I

FORE ME, folio from eight to fourteen, of Book TWENTY NINTH OF MY PROTOCOL, which is due on the twenty-second day of September of two thousand seven. In the city of San Salvador, on the thirteenth-day of the month of February of two thousand seven, I issue, sign, and seal the present Testimony to be given to the Company AEROMANTENIMIENTO, JOINT-STOCK COMPANY. -

THE OFICIAL MAYOR OF THE SUPREME COURT OF EL SALVADOR

CERTIFIES: To be authentic the signature of notary LUISA MARIA MARGARITA RIVAS GOMEZ, because it's the same as the one registered at the corresponding book. This authentication is limited for the mentioned signature and is not responsible for the content of the document. San Salvador, June twenty second two thousand and seven.

LIC. JOSE RAUL VIDES MUÑOZ
OFICIAL MAYOR
CORTE SUPREMA DE JUSTICIA



DOS COLONES



M. DE H.

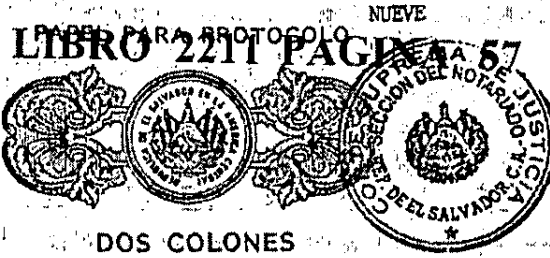
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M. DE H.

Nº 8820708

DOS COLONES

1 Documento Único de Identidad número cero uno tres uno siete seis cuatro cuatro seis, quien
2 actúa en nombre y representación en su calidad de Ejecutor Especial designado por la Junta
3 General Extraordinaria y Ordinaria de Accionistas de la Sociedad AEROMANTENIMIENTO,
4 SOCIEDAD ANÓNIMA que puede abreviarse AEROMANTENIMIENTO, S.A., AEROMAN, S.A. o
5 AIRMAINT, S.A., de nacionalidad salvadoreña, del domicilio de San Luis Talpa, Departamento de
6 La Paz, con Número de Identificación Tributaria cero seiscientos catorce trescientos mil
7 novecientos ochenta y tres - cero cero uno - seis, de cuya personería doy fe de ser legítima y
8 suficiente por haber tenido a la vista: a) Testimonio de la Escritura Pública de Constitución de
9 dicha sociedad, otorgada en esta ciudad, a las nueve horas y treinta minutos del día treinta de
10 Septiembre del año mil novecientos ochenta y tres, ante los oficios notariales del Doctor
11 Salvador Aleman Echeverría, inscrita en el Registro de Comercio al número UNO del Libro
12 TRESCIENTOS OCHENTA Y CUATRO del Registro de Sociedades el día veinticinco de Octubre
13 de mil novecientos ochenta y tres, en donde consta que su naturaleza, domicilio y denominación
14 son los que se han expresado; que su plazo es indeterminado; que dentro de sus finalidades
15 está el otorgamiento de actos como el presente; que la administración de la sociedad estará
16 confiada a una Junta Directiva, cuyos miembros duran en funciones cinco años; que la
17 representación judicial y extrajudicial de la sociedad y el uso de la firma social, corresponden al
18 Director Presidente, quien para suscribir actos como el presente requerirá acuerdo previo de la
19 Junta Directiva; b) Escritura Pública otorgada en esta ciudad, el día veinte de Diciembre de mil
20 novecientos ochenta y ocho, ante los oficios notariales del Doctor Ernesto Arbízú Mata, inscrita
21 al número TREINTA Y SIETE del Libro SEISCIENTOS NOVENTA Y CINCO del Registro de
22 Sociedades, por medio de la cual se aumentó el capital social de la sociedad en la suma de dos
23 millones setecientos ochenta mil colones, mediante la emisión de veintisiete mil ochocientas
24 acciones de un valor nominal de cien colones cada una, por lo que el capital social de la



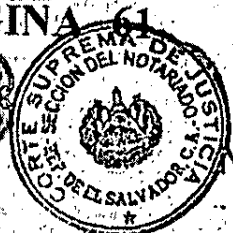


Nº 9820709

DOS COLONES

1 Testimonio de la Escritura Pública de Aumento de Capital de dicha sociedad, otorgada en esta
 2 ciudad, a las ocho horas del día dieciséis de Noviembre del año mil novecientos noventa y cinco,
 3 ante los oficios notariales del Licenciado Federico Guillermo Avila Quehl, inscrita en el Registro
 4 de Comercio al número TREINTA Y UNO del Libro UN MIL CIENTO CINCUENTA Y CINCO del
 5 Registro de Sociedades, por medio de la cual se aumentó el capital social de la sociedad en la
 6 suma de veinte millones de colones, mediante la emisión de doscientas mil acciones de un valor
 7 nominal de cien colones cada una, por lo que el capital social de la sociedad ascendió a la suma
 8 de veinticinco millones de colones; g) Testimonio de la Escritura Pública de Aumento de Capital
 9 de dicha sociedad, otorgada en esta ciudad, a las doce horas del día catorce de Octubre del año
 10 mil novecientos noventa y seis, ante los oficios notariales del Licenciado Federico Guillermo
 11 Avila Quehl, inscrita en el Registro de Comercio al número TREINTA Y TRES del Libro UN MIL
 12 DOSCIENTOS VEINTIDOS del Registro de Sociedades el día veintitrés de octubre de mil
 13 novecientos noventa y seis, por medio de la cual se aumentó el capital social de la sociedad en
 14 a suma de diez millones ochocientos mil colones, mediante la emisión de ciento ochocientos mil
 15 acciones de un valor nominal de cien colones cada una, por lo que el capital social de la
 16 sociedad ascendió a la suma de treinta y cinco millones ochocientos mil colones; h) Testimonio
 17 de la Escritura Pública de Aumento de Capital de dicha sociedad, otorgada en esta ciudad, a las
 18 diecinueve horas del día veintinueve de julio del año mil novecientos noventa y ocho, ante los
 19 oficios notariales del Doctor Fidel Chávez Mena, inscrita en el Registro de Comercio al número
 20 SEIS del Libro UN MIL TRESCIENTOS NOVENTA del Registro de Sociedades, por medio de la
 21 cual se aumentó el capital social de la sociedad en la suma de ocho millones setecientos treinta
 22 mil colones, mediante la emisión de ochenta y siete mil trescientas acciones de un valor nominal
 23 de cien colones cada una, por lo que el capital social de la sociedad ascendió a la suma de
 24 cuarenta y cuatro millones quinientos treinta mil colones; i) Testimonio de la Escritura Pública





DOS COLONES

1 mismás; 3) incluir una cláusula que regule el arbitraje como mecanismo para dirimir las
2 diferencias que pudieren surgir entre la sociedad y los socios o entre éstos mismos; y, 4)
3 incorporar el pacto social en un solo instrumento, para facilitar la lectura del mismo, por haber
4 modificado ciertas cláusulas y agregado una, según se ha descrito anteriormente. Asimismo, en
5 dicha Junta General Extraordinaria y Ordinaria se acordó nombrar a la compareciente, Roberta
6 Gallardo de Cromeyer, y a otro, como Ejecutores Especiales de los acuerdos de carácter
7 ordinario y extraordinario, estando plenamente facultada para comparecer conjunta o
8 separadamente a otorgar el presente instrumento, y en el carácter en que comparece, ME DICE:

9 **MODIFICACION AL PACTO SOCIAL.**- Que para dar cumplimiento a los acuerdos de la Junta
10 General Ordinaria y Extraordinaria de Accionistas de la Sociedad AEROMANTENIMIENTO, S.A.,
11 ya relacionada, procede a modificar el Pacto Social de la sociedad, reuniendo en el presente
12 instrumento todas las cláusulas que en lo sucesivo regirán a la sociedad y que constituyen sus
13 Estatutos; y que en virtud de haber modificado, rectificado, e incluido una cláusula, su
14 numeración y tenor literal queda de la siguiente manera: **PRIMERA: NATURALEZA,**
15 **DENOMINACION Y DOMICILIO.**- La Sociedad es de naturaleza anónima, girará con la
16 denominación de "AEROMANTENIMIENTO" o de sus abreviaturas "AEROMAN" o "AIRMAINT"
17 seguida una u otras de las palabras "SOCIEDAD ANONIMA" o de su abreviatura "S.A.", y su
18 domicilio será la ciudad de San Luis Talpa, pero, podrá abrir agencias, sucursales, oficinas o
19 dependencias en cualquier lugar de la República o del extranjero. **SEGUNDA: PLAZO.**- El plazo
20 de la sociedad será por tiempo indeterminado. **TERCERA: FINALIDAD.**- La Sociedad tendrá por
21 finalidad el ejercicio del comercio, y la industria en todos sus ramos de la manera más amplia
22 posible. En especial podrá dedicarse a: a) la reparación y mantenimiento de toda clase de
23 aeronaves; b) la importación de repuestos, materiales, herramientas, y accesorios para
24 aeronaves; c) la asesoría y consultoría a empresas nacionales o extranjeras; d) el estudio y





PAPEL PARA PROTOCOLO DOCE
LIBRO 2211 PAGINA 63



DOS COLONES



M. DE H.

Nº 8820711

1 GOBIERNO DE LA SOCIEDAD.- Las Juntas Generales de Accionistas, constituirán la suprema
2 autoridad de la sociedad.- Estas Juntas tendrán las facultades y obligaciones que señala la Ley.-
3 OCTAVA: JUNTAS GENERALES.- La Junta General Ordinaria se reunirá por lo menos una vez al
4 año, dentro de los cinco meses que sigan a la clausura del ejercicio social.- Las Juntas
5 Generales Extraordinarias se reunirán cuando lo acuerde la Junta Directiva o cuando lo pidan
6 por escrito los accionistas que representen por lo menos el cinco por ciento del capital social,
7 indicando los asuntos a tratar, y en cualquier otro caso que ordene la ley.- En dichas juntas
8 como regla general, deberán ventilarse los asuntos a que se refieren los artículos doscientos
9 veintitrés y doscientos veinticuatro del Código de Comercio, respectivamente.- NOVENA:
10 CONVOCATORIAS, QUORUM Y PORCENTAJE DE VOTACION.- Las convocatorias a Junta
11 General se harán por medio de un aviso que se redactará y publicará de conformidad a la ley.-
12 Además, se enviará un aviso dirigido a los accionistas.- El quórum y porcentaje de votación
13 serán los que señala la ley, para cada tipo de Juntas.- DECIMA: ADMINISTRACIÓN DE LA
14 SOCIEDAD.- La administración de la Sociedad estará confiada a una Junta Directiva que será
15 integrada por no menos de tres y no más de siete Directores Propietarios, según lo disponga
16 oportunamente la Junta General Ordinaria de Accionistas, que se denominarán Presidente,
17 Vicepresidente, Secretario, y Directores. Habrá también igual número de Directores Suplentes
18 que serán electos en iguales condiciones que los Directores Propietarios, quienes concurrirán a
19 las sesiones de la Junta Directiva cuando hubieran sido convocados y participarán en sus
20 deliberaciones, pero no podrán votar, salvo cuando sustituyeran a un Director Propietario.
21 DECIMA PRIMERA: PERIODO DE FUNCIONES DE LOS DIRECTORES.- Los miembros de la
22 Junta Directiva durarán en sus funciones entre uno y cinco años, según lo disponga
23 oportunamente la Junta General Ordinaria de Accionistas, pudiendo ser reelectos; continuarán
24 en el desempeño de sus funciones aunque hubiese concluido el plazo para el que fueron electos,





LIBRO PARA PROTOCOLO TRECE 65

M. DE H.



Nº 8820712

DOS COLONES

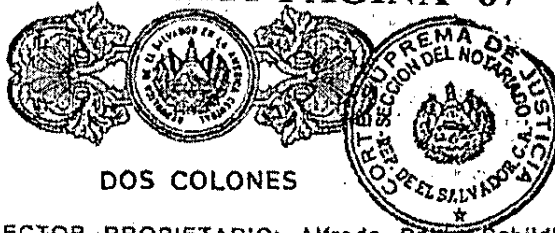
1 Directiva puede delegar sus facultades de administración y representación en uno de los
 2 Directores ó en comisiones que designe de entre sus miembros, quienes deberán ajustarse a las
 3 instrucciones que reciban y darán periódicamente cuenta de sus gestiones.- DECIMA CUARTA:
 4 REPRESENTACION LEGAL.- Corresponderá al Director Presidente y al Director Secretario,
 5 conjunta o separadamente, representar a la sociedad judicial y extrajudicialmente y hacer uso de
 6 la firma social, y previo acuerdo general o especial de la Junta Directiva podrán celebrar toda
 7 clase de escrituras públicas o privadas, otorgar poderes generales o especiales, adquirir toda
 8 clase de bienes, conferir y revocar en su caso, los respectivos poderes de administración que se
 9 confieren a los Garantes, y en general, ejecutar toda clase de actos y acuerdos del giro
 10 ordinario de la sociedad. Corresponderá además al Director Presidente, presidir las sesiones de
 11 las Junta Generales y de Junta Directiva.- DECIMA QUINTA: MODO DE PROVEER A LA
 12 VACANTE DEL PRESIDENTE Y DE LOS DIRECTORES.- En caso de muerte, renuncia,
 13 impedimento o ausencia del Director Presidente, los miembros de la Junta Directiva, Propietarios
 14 elegirán de su seno al que deberá sustituir al Presidente durante su ausencia o impedimento, o
 15 en su caso, durante el tiempo que faltare para concluir el periodo.- En igual forma se procederá
 16 respecto al Secretario de la Junta Directiva.- Cuando la vacante fuere del Director Propietario, la
 17 Junta Directiva llamará a un suplente y decidirá respecto a la persona a llamar, salvo
 18 excepciones legales.- Iguales reglas se aplicarán para el caso de que a la hora señalada para la
 19 celebración de la Junta faltare cualquiera de los Directores, o para el caso de que cualquiera de
 20 ellos tuviere que ausentarse por tener interés para conocer determinado asunto o negocio.-
 21 DECIMA SEXTA: AUDITORIA.- La vigilancia de la sociedad estará confiada a un Auditor que
 22 será designado anualmente por la Junta General, la cual señalará también su remuneración.- El
 23 Auditor tendrá las facultades y obligaciones que señala la ley.- Para los casos de muerte,
 24 renuncia, ausencia o cualquier impedimento del Auditor la Junta General de Accionistas





LIBRO CAR. PROTOCOLO CATORCE
LIBRO 2211 PAGINA 67

M. DE H.



Nº 8820713

DOS COLONES

1 nacionalidad británica. DIRECTOR PROPIETARIO: Alfredo Pablo Schildknecht Scheidegger,
2 quien es mayor de edad, Ingeniero Industrial, del domicilio de San Salvador, de nacionalidad
3 salvadoreña. DIRECTOR SUPLENTE: José Ernesto Ruiz Imery, quien es mayor de edad,
4 Ingeniero Metalurgico, del domicilio de San Salvador, de nacionalidad salvadoreña. DIRECTOR
5 SUPLENTE: Danny Di Perna, quien es mayor de edad, Ejecutivo, del domicilio de Montreal,
6 Canadá, de nacionalidad canadiense. DIRECTOR SUPLENTE: Ivan Geoffrey Douglas Hooper,
7 quien es mayor de edad, Ejecutivo, del domicilio de Bahamas, de nacionalidad británica.
8 DIRECTOR SUPLENTE: Arnulfo Antonio Avelar Velado, quien es mayor de edad, Empleado, del
9 domicilio de Nueva San Salvador hoy Santa Tecla, Departamento de La Libertad, de nacionalidad
10 salvadoreña. DIRECTOR SUPLENTE: Joaquín Alberto Palomo Deneke, quien es mayor de edad,
11 Agricultor en Pequeño, del domicilio de San Salvador, de nacionalidad salvadoreña. Yo el
12 suscrito Notario doy fe que hice al otorgante, las advertencias a que se refiere el artículo
13 trescientos cincuenta y tres del Código de Comercio y el treinta y nueve de la Ley de Notariado,
14 respecto de la obligación de inscribir esta escritura en el Registro de Comercio, de las
15 consecuencias de la falta de inscripción, así como de la obligación de estar solvente de
16 conformidad con el Código Tributario. Así se expresó la compareciente a quien expliqué los
17 efectos legales de este instrumento, y leído que le hube lo escrito en un solo acto sin
18 interrupción, ratifica su contenido y firmamos. DOY FE.
19
20
21
22
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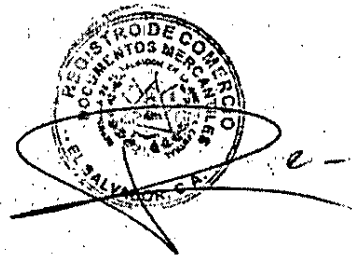
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8 LIBRO 2211 PAGINA 69

SO ANTE MI, de folios ocho vuelto a catorce frente, del Libro VIGÉSIMO NOVENO DE MI PROTOCOLO, el cual vence el día veintidós de septiembre de dos mil siete. En la ciudad de San Salvador, a los trece días del mes de febrero de dos mil siete, extendiendo, firmo y sello el presente Testimonio para ser entregado a la Sociedad **AEROMANTENIMIENTO, SOCIEDAD ANONIMA.**

Luisa Margarita Rivas Gomis





REPUBLICA DE EL SALVADOR
CENTRO NACIONAL DE REGISTROS
REGISTRO DE COMERCIO



E-000131

8 LIBRO 2211 PAGINA 70

REGISTRO DE COMERCIO: DEPARTAMENTO DE DOCUMENTOS MERCANTILES: San Salvador, a las ocho horas y minutos del día doce de marzo de dos mil siete.

Inscribase el anterior Testimonio de Escritura Pública de MODIFICACION AL PACTO SOCIAL DE LA SOCIEDAD AEROMANTENIMIENTO, SOCIEDAD ANONIMA. DERECHOS: \$5.71, comprobante de pago número 0007399345, del día catorce de febrero de dos mil siete, presentado en este Registro a las once horas y cuarenta y tres minutos, del día quince de febrero de dos mil siete, según asiento número 2007151302. Se tuvo a la vista la constancia de solvencia con número correlativo 851179, emitida el día 2 de marzo de 2007, por la Dirección General de Impuestos Internos del Ministerio de Hacienda.


Lic. Jaime Ricardo Amaya Nieves
REGISTRADOR



INSCRITO EN EL REGISTRO DE COMERCIO AL NUMERO 8 DEL LIBRO 2211 DEL REGISTRO DE SOCIEDADES. DEL FOLIO 55 AL FOLIO 70. FECHA DE INSCRIPCION: San Salvador, doce de marzo de dos mil siete.


Lic. Jaime Ricardo Amaya Nieves
REGISTRADOR

RR. EE. 000073025



MINISTERIO DE RELACIONES EXTERIORES



APOSTILLE

(Convention de la Haya du 5 de Octobre 1961)

1. País: EL SALVADOR
El presente documento Público
2. Ha sido firmado por: JOSE RAUL VIDES MUÑOZ
3. Quien actúa en calidad de: OFICIAL MAYOR
4. Y esta revestido del sello de: CORTE SUPREMA DE JUSTICIA

CERTIFICADO

5. En: MINISTERIO DE RELACIONES EXTERIORES
6. El día 25-06-2007
7. Por: DIRECTORA DE ASUNTOS CONSULARES
8. Bajo el número: 2745/07
9. Sello:



10. Firma

EXONERADO DE DERECHOS
CONSULARES


GILDA GUADALUPE VELASQUEZ PAZ