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Division of Corporations

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Florida Department of State
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Division of Corporations
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Account Number : 110450000714
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Fax Number : (850) 224-1640

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FOREIGN PROFIT/NONPROFIT CORPORATION
AEROENLACES NACIONALES, S.A. DE C.V., INC.

Certificate of Status	0
Certified Copy	1
Page Count	36 38 38
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June 13, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: AEROENLACES NACIONALES, S.A. DE C.V., INC.
REF: W12000032070

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please review the name of the corporation for accuracy. The name is not consistent with the attached information from Mexico.

Please return 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) 245-6052.

Pamela Smith
Regulatory Specialist II

FAX Aud. #: H12000156861
Letter Number: 712A00016573

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H12000156861 3

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. AEROENLACES NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, INC.

(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.)

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

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

3. _____
(FEI number, if applicable)

4. MAY 18, 2005
(Date of incorporation)

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

6. UPON FILING OF APPLICATION
(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. CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICO
(Principal office address)

CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICO
(Current mailing address)

8. Any lawful business permitted to corporations in the State of Florida
(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: NRAI Services, Inc.
Office Address: 515 East Park Avenue Tallahassee, Florida 32301
(Street) (City) (State) (Zip)

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.

NRAI SERVICES, INC.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

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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SEAN PATRICK STANLEY
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

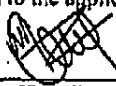
Director: ROBERTO ALCANTARA ROJASAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICODirector: DECLAN RYANAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICODirector: FERNANDO RODRIGUEZ CAMACHOAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICO

B. OFFICERS

Chief Executive Officer: JUAN CARLOS ZUAZUAAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICOChief Financial Officer: JOSE MAURO CASTILLOAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICOChief Compliance Officer: ROBERTO VALDEZAddress: CARR. A MIGUEL ALEMAN KM 24, APODACA, NUEVO LEON, MEXICO

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

13.


(Signature of Director, or any officer listed in number 12 of the application)

14.

JOSE MAURO CASTILLO, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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COMMERCE **Folio No. 333893*** **CERTIFICATE OF**
GOVERNMENT OF THE FEDERAL DISTRICT **FOLIO**
PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE
DIRECTION OF REAL ESTATE AND COMMERCIAL RECORDING PROCESS

[Mexico City's Official Seal]

[Mexico City's Official Seal and Stamp]

THIS COMMERCIAL FOLIO IS AUTHORIZED FOR THE RECORDS CORRESPONDING TO THE COMPANY DESCRIBED BELOW. DATE: JUL-19-2005	THE GENERAL DIRECTOR  MR. HECTOR MUÑOZ BLARZA	RECORDING HISTORY:	
	MR. MARTIN MARTINEZ CAÑEZ DIRECTOR	SECTION VOLUME RECORD	BOOK

IDENTIFICATION DATA

CORPORATE NAME: AEROLINEAS NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE

DOMICILE: MEXICO CITY

DURATION: 99 YEARS

CAPITAL STOCK: \$50,000.00

PERMIT ISSUED BY THE MINISTRY OF FOREIGN RELATIONS: 37000646

[OFFICIAL SEAL OF THE GENERAL DIRECTION OF MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE - CONSULTATION]

CORPORATE PURPOSE: THE ESTABLISHMENT AND EXPLOITATION, WITHIN THE TERRITORY OF THE MEXICAN REPUBLIC AND OUTSIDE, OF AERIAL AIRCRAFT INTO THE MEXICAN REPUBLIC OF ORDINARY OR EXTRAORDINARY PUBLIC, PASSENGER, MAIL AND GENERAL CARGO AIR TRANSPORTATION SERVICES, INCLUDING THE HANDLING AND EXPLOITATION OF PASSENGER TRANSPORTATION IN CHARTERED FLIGHTS, BEST KNOWN AS CHARTERS, AS WELL AS OTHER MEANS OF TRANSPORTATION RELATED WITH AIR TRANSPORTATION AND, IN GENERAL, THE EXPLOITATION OF ALL THE CIVIL AVIATION'S ECONOMIC AND SCIENTIFIC APPLICATIONS.

SECRETARÍA DE ESTADO
FALLAHMOSELE FLORIDA

12 JUN 12 AM 9:55

Cecilia Martínez Lavín

Puesto: Jefe de

Autorizado por el H.

Tribunal Superior de Justicia del DF

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CERTIFICATE OF FOLIO

Folio No. 333883*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

[Mexico City's Official Seal]

[Mexico City's Official Seal and Stamp]

CORPORATIONS

PRESENTATION ENTRY	RECORD DATE	TRANSACTION CODE	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
33123	20-05-2011	01021	REVOCACTION OF POWER OF ATTORNEY BY LEGAL REPRESENTATIVE RECORD NUMBER 33124 RECORD DATE MAY/20/2011 COMMERCIAL FOLIO 333883* THROUGH PUBLIC DEED NUMBER 150,779 DATED MAY/11/2011 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHOM EVIDENCES THAT AGROPECUARIAS NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE REPRESENTED BY ROBERTO LAZARO ALCANTARA HOUAS REVOKED THE POWER OF ATTORNEY CONFERRED TO MRS. MARIA ASIRELIA FLORES VALDES GRANTED IN PUBLIC DEED NUMBER 139411 DATED, NOVEMBER 23, 2006 GRANTED BEFORE THE UNDERSIGNED NOTARY PUBLIC FOR THE FEDERAL DISTRICT. LITERWISE, THROUGH PUBLIC DEED NUMBER 145268 DATED AUGUST 5, 2010 GRANTED BEFORE THE UNDERSIGNED NOTARY PUBLIC FOR THE FEDERAL DISTRICT, THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 2551 SECTION 1 AND 2554 OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, 38 AND 39 OF THE COMMERCE CODE, ARTICLES 31 SECTION 41 AND 220 SECTION 11 OF THE FINANCIAL CODE OF THE FEDERAL DISTRICT. IN THE CASE OF COMMERCIAL NOTARIES PUBLIC, ARTICLES 6 SECTION 11 OF THE FEDERAL COMMERCIAL NOTARY'S LAW AND ARTICLES 6, 53 SECTION V AND 54 OF THE REGULATIONS TO THE FEDERAL COMMERCIAL NOTARY'S LAW SHALL BE APPLICABLE. GOVERNMENTAL CHARGES \$610.00 [SEK HUNDRED AND TEN PESOS 00/100 MX. CV.] CAPTURE LINE 9190010593045170 DATED MAY/19/2011 COMMERCIAL FOLIO 333883* S.A. MEXICO CITY, MAY/24/2011, RECORDING OFFICE: GUADALUPE RAMIREZ MENDEZ, REGISTRAR: MRS. ALEJANDRA RAMIREZ IMENIZ.	MRS. ALEJANDRA RAMIREZ IMENIZ [AN ILLEGIBLE SIGNATURE]

PRINTING DATE MAY 30, 2012 10:28:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:55
Apr-30-12

INDIVIDUALS

Cecilia Martinez Lavin

Pablo Valdez

Asesorado por el H.

Tribunal Superior de Justicia del DF

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and Legal Services Office]

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CERTIFICATE OF FOLIO

Folio No. 333893*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

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CORPORATIONS

PRESIDENTIAL ENTRY	RECORD DATE	TRANSACTION	CORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
74256	05-10-2010	C13 11017	RECORDING OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN LIEU OF A SHAREHOLDERS' MEETING RECORD NUMBER 74256 DATED OCT/05/2010 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 146,199 DATED SEP/24/2010 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT, AT THE REQUEST MADE BY MR. ROLANDO BARREDA ZAPEN, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY ALBERCAZES NACIONALES, SUCESIO ANGINIMA DE CAPITAL VARIABLE, THE FOLLOWING MINUTE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMALIZED: SHAREHOLDERS RESOLUTIONS ADOPTED IN LIEU OF A SHAREHOLDERS MEETING ON 02/08/2010, APPOINTMENT OF ATTORNEYS IN FACT: A. MR. JUAN CARLOS ZARATE COSIO ANTONIO, JOSE MAURICIO CASTILLO ESPINOZEDA WERE APPOINTED AS GROUP "C" ATTORNEYS IN FACT WITH THE FOLLOWING AUTHORITIES AND LIMITATIONS: 1. GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS. 2. GENERAL POWER FOR ACTS OF ADMINISTRATION FOR LABOR MATTERS. 3. GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION. 4. GENERAL POWER OF ATTORNEY IN ORDER FOR THEM TO JOINTLY ISSUE, SUBSCRIBE, GUARANTEE AND ENDORSE NEGOTIABLE INSTRUMENTS, IN TERMS OF ARTICLES NINE AND EIGHTY FIVE OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS; THE ATTORNEYS IN FACT MAY JOINTLY CARRY OUT ALL KINDS OF BANKING AND COMMERCIAL TRANSACTIONS, AS WELL AS OPEN CURRENT ACCOUNTS IN ANY FINANCIAL INSTITUTIONS AND BANKS, IN THE UNDERSTANDING THAT, IN ORDER FOR ANY OF THE GROUP "C" ATTORNEYS IN FACT, TO EXERCISE THE AUTHORITIES REFERRED TO IN SUBSECTIONS 1, 2, 3, 4, AND 5 ABOVE, WITH RESPECT TO ANY OF THE MATTERS LISTED BELOW, THE PREVIOUS COMPANY SHAREHOLDERS' OR BOARDS RESOLUTION APPROVING THE RESPECTIVE MATTER, SHALL BE REQUIRED AT ALL TIMES, WHICH RESOLUTION MUST HAVE BEEN VALIDLY ADOPTED IN ACCORDANCE WITH THE QUORUM AND VOTING REQUIREMENTS ESTABLISHED IN THE COMPANY'S CORPORATE BY-LAWS: 1) ENTER INTO ANY KIND OF AGREEMENTS OR CONTRACTS BINDING THE COMPANY OR ANY OF ITS SUBSIDIARIES IN A SINGLE OR SEVERAL TRANSACTIONS IN ANY FISCAL YEAR, IN A GLOBAL AMOUNT EQUIVALENT OR HIGHER THAN US\$500,000.00 (FIVE HUNDRED THOUSAND DOLLARS) OR ITS EQUIVALENT IN PESOS PER FISCAL YEAR. 2) PURCHASE ASSETS FOR UP TO AN AMOUNT OF US\$500,000.00 (FIFTY THOUSAND DOLLARS) OR ITS EQUIVALENT IN PESOS, WITH THE EXCEPTION OF SHARE PARTS, IN WHICH CASE, THEY MAY PURCHASE THIS KIND OF ASSETS FOR UP TO AN AMOUNT EQUIVALENT TO US\$500,000.00 (ONE HUNDRED AND FIFTY THOUSAND DOLLARS) OR ITS EQUIVALENT IN PESOS. 3) GRANT ANY LOAN OR FINANCING TO ANY PERSON, IN A SINGLE TRANSACTION OR IN SERIES OR TRANSACTIONS, DURING THE SAME FISCAL YEAR, IN A TOTAL AMOUNT EQUIVALENT OR HIGHER THAN US\$500,000.00 (ONE HUNDRED THOUSAND DOLLARS) OR ITS EQUIVALENT IN PESOS, EXCEPT WHENEVER SUCH LOAN OR FINANCING IS EXPRESSLY CONTEMPLATED BY THE COMPANY'S ANNUAL BUDGET APPROVED IN TERMS OF SUBSECTION 13 OF SECTION 01 OF CLAUSE SEVENTEEN OF THE COMPANY'S CORPORATE BY-LAWS. MR. VICTOR RUIZ	MR. ADAM OCHOA PEREZ [AN ILLEGIBLE SIGNATURE]

PRINTING DATE

OCT 07, 2010 09:34:29

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and Legal Services Office]

Cecilia Martinez Lavin

[Signature]
Piedad Trebolco
Autorizada por el
Tribunal Superior de Justicia del DF

59:55 PM 21 NOV 21
Apr-30-12

INDIVIDUALS

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CERTIFICATE OF
FOLIO

Folio No. 333893*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

PRESENTATION ENTRY 48752	RECORD DATE 18-06-2010	TRANSACTION CG19	G1008	REGISTRAR'S SIGNATURE MRS. EMMA AYALA HERNANDEZ (AN ILLEGIBLE SIGNATURE)
LITIG NON-POSSESSORY COMMERCIAL PLEDGE				RECORD NUMBER 48752 RECORD DATE JUN/18/2010 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 15459 DATED DEC/09/2009 RATIFIED BEFORE FOREIGN NOTARY PUBLIC NUMBER 180, NAME, MR. CARLOS MONTAÑO PEDRAZA, OF MONTERREY, NUEVO LEÓN, WHICH EVIDENCES THAT AERONÁUTICAS NACIONALES, SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCANTARA ROSAS AND FERNANDO RODRIGUEZ CAMACHO CREATED A NON-POSSESSORY PLEDGE IN FAVOR OF AEROPUERTO DE ADAPULCO, S.A. DE C.V. AND OTHERS, REPRESENTED BY NICOLOS ENRIQUE MARTEL CLAUDE, WITH RESPECT OF THE MOVABLE GOODS COMPOSING IN THE INVOICES, DULY ENDORSED TO THE PLEDGEE, CORRESPONDING TO THE MOVABLE GOODS ESTABLISHED IN EXHIBIT ONE OF THIS AGREEMENT. THE PLEDGEE UPON EXECUTION HEREOF, DELIVERS TO THE PLEDGEE, THE ORIGINAL INVOICES OF THE MOVABLE GOODS SUBJECT TO THE NON-POSSESSORY PLEDGE, THE LATTER REMAINING IN POSSESSION OF THE PLEDGED ASSETS DESCRIBED IN EXHIBIT ONE OF THIS AGREEMENT, BEING OBLIGATED TO RESPOND TO THE PLEDGEE, DURING THE TERM THEREOF, FOR THE REMEDY OF ANY DETRIMENT, DAMAGE AND LOSS SUFFERED BY THE MOVABLE ASSETS. IF SUCH MOVABLE ASSETS WERE TO SUFFER ANY DAMAGE OR TEAR AND WEAR, THE PLEDGEE MAY NOT SELL THE PLEDGED MOVABLE GOODS BEFORE THE TERM ESTABLISHED FOR THE FULFILLMENT OF THE SECURED OBLIGATION AND, IN ORDER TO BE ENTITLED TO DEMAND THE DELIVERY OF SUCH PLEDGED ASSETS, IT SHALL PAY THE FULL AMOUNT OF THE SECURED OBLIGATION AND THE INTERESTS AGREED UPON. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 25 SECTION I AND II OF THE COMMERCIAL CODE, 30 TO 333 OF THE REGULATIONS TO THE PUBLIC COMMERCIAL REGISTRY, 46 TO 366 AND 377 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 31 SECTION II, 41 AND 213 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT. GOVERNMENTAL CHARGES \$12,772.00 (TWENTY THOUSAND SEVEN HUNDRED AND SEVENTY TWO PESOS 00/100 MX. C.) CAPTURE LINE 939001047624616763 DATED JUN/17/2010 COMPLEMENTARY BANCO BANDAMER MEXICO CITY, ON JUN/24/2010. RECORDING OFFICER: ROSAURA PINZON CABALLERO, REGISTRAR MRS. EMMA AYALA HERNANDEZ.

PRINTING DATE JUL 01, 2010 10:54:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA12 JUN 12 AM 9:55
JUN 30 12 PM 9:55

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Cecilia Magaña Leyva

Poder Notarial

Autorizado por el Sr.

Tribunal Superior de Justicia del DF

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CERTIFICATE OF FOLIO

Folio No. 333893*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

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PRESENTATION ENTRY 66485	RECORD DATE 22-09-2011	TRANSACTION 0716 11023	INCORPORATION, MANAGEMENT AND AMENDMENTS REVOCATION OF POWER OF ATTORNEY BY LEGAL REPRESENTATIVE RECORD NUMBER 66485 RECORD DATE SEP/22/2011 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 133,229 DATED SEP/20/2011 BEFORE LOCAL NOTARY PUBLIC NUMBER 153 OF THE COUNTRY OF MEXICO, STATE, FEDERAL DISTRICT, NAME, MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT ABEJERANZAS MACORVALDES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCANTARA ROJAS REMOVED THE POWER OF ATTORNEY CONFERRED TO MR. GERBERTO DANIEL VAREZ LOERA, GRANTED IN PUBLIC DEED NUMBER 148,542 DATED JANUARY 12, 2011 GRANTED BEFORE THE UNDERSIGNED NOTARY PUBLIC, THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 2553 SECTION I AND 2554 OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, 18 AND 19 OF THE COMMERCE CODE, ARTICLES 31 SECTION III, 41 AND 220 SECTION II OF THE FINANCIAL CODE OF THE FEDERAL DISTRICT. IN THE CASE OF COMMERCIAL NOTARIES PUBLIC, ARTICLES 6 SECTION VI OF THE FEDERAL COMMERCIAL NOTARY'S LAW AND ARTICLES 6, 53 SECTION V AND 54 OF THE REGULATIONS TO THE FEDERAL COMMERCIAL NOTARY'S LAW SHALL BE APPLICABLE. GOVERNMENTAL CHARGES \$630.00 (SIX HUNDRED AND TEN PESOS 00/100 MX. CT.) CAPTURE ONE 593000020675-ART/RS1 DATED SEP/27/2011 COMMENTARY PAYMENT MADE AT BANCO BBVA BANCOMER, S.A. MEXICO CITY, OCT/30/2011, RECORDING OFFICER: MARIA PAULA NAVARRO, REGISTRAR MR. ANTONIO VILLANUEVA DERRAMONA.	REGISTRAR'S SIGNATURE MR. ANTONIO VILLANUEVA DERRAMONA [AN ILLEGIBLE SIGNATURE]
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PRINTING DATE [illegible]

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Cecilia Martinez Lavin

Perito Registrador

Autorizado por el H.

Tribunal Superior de Justicia del DF

SECRETARY OF STATE
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Apr-30-12

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CERTIFICATE OF FOUO

Folio No. 333993*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

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PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

PRESENTATION RECORD	ENTRY	DATE	TRANSACTION	OIL	11022																															
56483	28-09-2011		OIL																																	

GRANTING OF POWER OF ATTORNEY

RECORD NUMBER 66483 RECORDED DATE SEP/28/2011 COMMERCIAL FOLIO 333993* THROUGH PUBLIC DEED NUMBER 553,278 DATED SEP/28/2011 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME, MR. CECILIO GONZALEZ MARDUEZ, WHICH EVIDENCES THAT AERONAVES NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCANTARA ROMAS, APPOINTED MRS. MARIA NETTE HERNANDEZ GUERRA AS ATTORNEY IN FACT, WHO SHALL HAVE A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3, SECTION II, III, SECTION IV, 23 AND 25 OF THE COMMERCE CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, III, 42, 145 AND 149 OF THE GENERAL CORPORATIONS LAW, 4, 16, 27, 38 IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT PUBLIC ADMINISTRATIONS INTERNAL REGULATIONS, 31 AND 53 OF THE PUBLIC REGISTRY OF REAL ESTATE PROPERTY REGULATIONS, 2 AND 38 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2551, 2554, 2599 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION III, 41, 220 SECTION I OF THE FINANCIAL CODE, GOVERNMENTAL CHARGES \$610.00 (SIX HUNDRED AND TEN PESOS 00/100 MLCY) CAPTURE LINE 93300108200642747 DATED SEP 27, 2011, COMMENTARY BANKO SAUCOMER, S.A. MEXICO CITY, SEP/29/2011, RECORDING OFFICE: GUADALUPE RAMIREZ MENDEZ, REGISTRAR: MR. OMAR ALEJANDRO FLORES CRUZ

REGISTRAR'S SIGNATURE

MR. OMAR ALEJANDRO FLORES CRUZ

[ANY ELIGIBLE SIGNATURE]

PRINTING DATE

[RECEIVED]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Official Seal of the Legal Advisory
and Legal Services Office]

Cecilia Mayaguez Lander

Perito Vigilante
Autorizado por el H.

Tribunal Superior de Justicia del DF

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INDIVIDUALS

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CERTIFICATE OF
FOLIO

Folio No. 333893*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

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PRESENTATION ENTRY	RECORD DATE	TRANSACTION CH1	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
75501	01-11-2011	11024	GRANTING OF POWER OF ATTORNEY RECORD NUMBER 75501 RECORD DATE NOV/11/2011 COMMERCIAL FOLIO 333893 - THROUGH PUBLIC DEED NUMBER 153,872 DATED OCT/25/2011 BEFORE LOCAL NOTARY PUBLIC RUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT AGENCIES MANOABLES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCANTARA ROLAS, APPOINTED MRS. KAREN ESTEFANIA AMADOR LAGUNES AS ATTORNEY IN FACT FOR LITIGATIONS AND COLLECTIONS, WITH THE EXCEPTION OF THE POWER TO ASSIGN ASSETS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3, SECTION 1, 1A, 21, SECTION 42, 23 AND 25 OF THE COMMERCE CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 30, 42, 145 AND 149 OF THE GENERAL CORPORATIONS LAW, 4, 16, 22, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT PUBLIC ADMINISTRATIONS INTERNAL REGULATIONS), 31 AND 33 OF THE PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 2 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2551, 2554, 1999 TO 2002 OF THE FEDERAL CIVIL CODE, 31 SECTION III, 41, 220 SECTION I OF THE FINANCIAL CODE. GOVERNMENTAL CHARGES \$600.00 (SIX HUNDRED AND TEN PESOS 00/100 MEXC) CAPTURE LINE 938001094070987670 DATED OCT 28, 2011. COMMERCIAL PAYMENT MADE AT BANCO BIVA BANCOMER, S.A. INSTITUCION DE BANCO MULTIPLE, MEXICO CITY, NOV/14/2011. RECORDING OFFICER: CARLOS RUIZ ZAPOTECAS, REGISTRAR MR. ARIEL ANGELES MEDINA.	MR. ARIEL ANGELES MEDINA UNRECORDED SIGNATURE

PRINTING DATE NOV, 29, 2011 20:19:20

SECRETARÍA DE ESTADO
TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:55
Apr-30-12
INDIVIDUALS

Cecilia Martínez Lavin

Punto de Registro

Autorizado por el IL

Tribunal Superior de Justicia del DF

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and Legal Services Office]

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CERTIFICATE OF FOLIO

Folio No. 333893*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

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PRESENTATION	RECORD	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
ENTRY 42892	DATE 27-06-2010	CT13 E015	RECORD NUMBER 42892 DATED MAY/27/2010 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 143,241 DATED MAY/14/2010 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME, MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT, AT THE REQUEST MADE BY MR. RODRIGO BARRERA ZAPIEN, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY AEROMEXIQUES NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VALUABLE, THE FOLLOWING MINUTE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMALIZED: RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING DATED 30/04/2010, APPOINTMENT OF ATTORNEYS IN FACT, THE FOLLOWING PERSONS WERE APPOINTED AS ATTORNEYS IN FACT: A: MR. DONALD ROGERS, JORGE GERARDO CERVANTES MUIZON WERE CONFERRED WITH A SPECIAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS, ACTS OF ADMINISTRATION AND TO SUBSCRIBE NEGOTIABLE INSTRUMENTS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3 SECTION II, 18, 21, 23, 25 OF THE COMMERCE CODE, 10 SECOND PARAGRAPH, 42, 77, 78, 80, 143 THIRD PARAGRAPH, 145 AND 178 THROUGH 194 OF THE GENERAL CORPORATIONS LAW, 4, 15, 25, 27, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT'S PUBLIC ADMINISTRATION INTERNAL REGULATIONS) AND 31 OF THE PUBLIC REGISTRY OF REAL ESTATE PROPERTY REGULATIONS, 3 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 1999 TO 2001 OF THE FEDERAL CIVIL CODE, 31 SECTION II, 41 AND 217 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, GOVERNMENTAL CHARGES \$1,800.00 NINE THOUSAND EIGHT HUNDRED AND SIXTY PESOS 00/100 MX.CTY. CAPTURE LINE 939000385A35PTAPR, DATED MAY/25/2010 COMMENTARY PAYMENT MADE AT BANCO BIVA BANCOMER, S.A. INSTITUCION DE BANCA MULTIPLE, MEXICO CITY, MAY/31/2010, RECORDING OFFICER: ORGA SUAREZ SALAZAR, REGISTRAR: MRS. NORMA RAMOS SOBARZO	MRS. NORMA RAMOS SOBARZO [ILLEGIBLE SIGNATURE]

PRINTING DATE JUN 02, 2010 10:22:10

Cecilia Martinez Lavin



Pablo Trujillo

Autorizado por el H.

Tribunal Superior de Justicia del DF

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INDIVIDUALS

12 JUN 12:06:30 9:55

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF FOLIO

Folio No. 333899*

FEDERAL DISTRICT'S PUBLIC ADMINISTRATION

LEGAL ADVISORY AND LEGAL SERVICES OFFICE

PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND COMMERCE

CORPORATIONS

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PRESENTATION ENTRY	RECORD DATE	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
33523	14-06-2010	C11 11024	GRANTING OF POWER OF ATTORNEY RECORD NUMBER 39523 RECORD DATE MAY/14/2010 COMMERCIAL FOLIO 333899* THROUGH PUBLIC DEED NUMBER 143,670 DATED MAY/04/2010 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT AERONAUTICAS NACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCANTARA ROMAS, APPOINTED MR. MANUEL DUFRAN LABRADOR, MANLEY ANDRENO JILARTEZ, ROGELIO REJON PEREZ AS ATTORNEY IN FACT AND TO REPRESENT HIM SEVERALLY EXERCISE A GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, WITH THE EXCEPTION OF THE POWER TO ASSIGN ASSETS. THE PRECING RECORD WAS MADE BASED ON ARTICLES 2, 3, SECTION II, 18, 21, SECTION VII, 23 AND 25 OF THE COMMERCE CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 10, 42, 145 AND 149 OF THE GENERAL CORPORATIONS LAW, 4, 16, 27, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT PUBLIC ADMINISTRATIONS INTERNAL REGULATIONS), 31 AND 53 OF THE PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 2 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2552, 2999 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION III, 41, 220 SECTION I OF THE FINANCIAL CODE, GOVERNMENTAL CHARGES \$586,00 (FIVE HUNDRED AND EIGHTY SIX PESOS 00/100 MEXIC.) CAPTURE LINE 93903058493948100001 DATED MAY 07, 2010, COMMENTARY PAYMENT MADE AT BANCO BBVA BANCOMER, S.A. INSTITUCION DE BANCA MULTIPLE MEXICO CITY, MAY/17/2010, REGISTRAR: MRS. JANETT MIGUEL CRUZ.	MRS. JANETT MIGUEL CRUZ UNRECORDED SIGNATURE

PRINTING DATE MAY, 19, 2010 09:47:09

PRINTING DATE

INDIVIDUALS

12 JUN-10-10 09:55

REGISTRAR OF STATE
TALLAHASSEE, FLORIDA

Cecilia Martínez-Larín

Perito Registrador
Autorizado por el 12

Tribunal Superior de Justicia del DF

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**CERTIFICATE OF
FOLIO**

Folio No. 333893*

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PRESENTATION ENTRY 167665	RECORD DATE 26-04-2007	TRANSACTION C011 110006	INCORPORATION, MANAGEMENT AND AMENDMENTS GRANTING OF POWER OF ATTORNEY	REGISTRAR'S SIGNATURE MR. CESAR NERIA BARRIOLO
RECORD NUMBER 167665 RECORD DATE APR/26/2007 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 111942 DATED APR/17/2011 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MANRIQUEZ, WHICH EVIDENCES THAT REPRESENTED BY ROBERTO LAZARO ALCANTARA RODAS, APPOINTED MRS. MARTHA ESPERIDIA MATA DE LA CRUZ, CARLOS CHAVARRA VILLARREAL AS ATTORNEYS IN FACT CONFERRING BOTH OF THEM A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3, SECTION II, 14, 21, SECTION VI, 23 AND 25 OF THE COMMERCE CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 42, 145 AND 149 OF THE GENERAL CORPORATIONS LAW, 4, 14, 27, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT PUBLIC ADMINISTRATION'S INTERNAL REGULATIONS), 31 AND 53 OF THE PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 2 AND 34 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2551, 2554, 2599 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION III, 41, 220 SECTION I OF THE FINANCIAL CODE, GOVERNMENTAL CHARGES \$441.00 (FOUR HUNDRED AND FORTY ONE PESOS 00/100 MEX.) CAPTURE LINE 95800007614811719909 DATED APR 24, 2007, COMMERCIAL BANCO BICOMER, S.A. MEXICO CITY, APR/27/2007, REGISTRAR: MR. CESAR NERIA BARRIOLO.				MR. CESAR NERIA BARRIOLO [AN ELECTRONIC SIGNATURE]

SECRETARÍA DE ESTADO
FALLA NOTARIAL

12 JUN 12 AM 9:55

Cecilia Martínez León

[Signature]
Perteneciente al
Autorizado por el H.

Tribunal Superior de Justicia del DF

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**CERTIFICATE OF
FOLIO**

Folio No. 333893°

CORPORATIONS

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**PUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCE**

PRESENTATION ENTRY 65392	RECORD DATE 15-12-2006	TRANSACTION 044	11004	INCORPORATION, MANAGEMENT AND AMENDMENTS RECTIFICATION OF COMMERCIAL FOLIO RECORD NUMBER 653962 RECORD DATE DEC/15/2006 COMMERCIAL FOLIO 333893° BASED ON ARTICLES 2 AND 33 OF THE COMMERCE CODE, 3023, 3024 OF THE CIVIL CODE, 75 AND 76 OF THE REGULATIONS TO MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND HAVING THE AGREEMENT WITHOUT NUMBER, DATED DEC/11/2006 GRANTED BEFORE FOREIGNER, NOTARY PUBLIC NUMBER 130, MEX CARLOS MONTAÑO PEDRAZA, OF THE CITY OF MONTERREY, NUEVO LEON, RECORDED UNDER ENTRY NUMBER 653962 AND DATED DEC/15/2006 AT 50HT, THE RECTIFICATION OF THE PRECEDING RECORD TAKES PLACE, IT WAS CAPTED OUT BASED ON ARTICLES 25 SECTION 1 AND 2 OF THE COMMERCE CODE, 30 TO 36 OF THE REGULATIONS TO THE PUBLIC COMMERCIAL REGISTRY, 346 TO 366 AND 377 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 31 SECTION 41 AND 217 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT. THE FOREGOING FOR ALL LEGAL PURPOSES THAT MAY CORRESPOND. GOVERNMENTAL CHARGES NONE. MEXICO CITY, DEC/22/2007 RECORDING OFFICER: RICOLAS GONZALEZ SEIBRA, REGISTRAR: MRS. ANA ILIANA RODRIGUEZ JAVIER.	REGISTER'S SIGNATURE MRS. ANA ILIANA RODRIGUEZ JAVIER [AN ILLEGIBLE SIGNATURE]
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SECRETARÍA DE ESTADO
FALLAHASIE, FLORIDA

12 JUN 12 AM 9:55

Cecilia Martínez López



Perito Traductor

Autorizada por el M.

Tribunal Superior de Justicia del DF

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**CERTIFICATE OF
FOLIO**

Folio No. 333893*

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PRESENTATION ENTRY	RECORD DATE	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
627820	12-12-2006	011	GRANTING OF POWER OF ATTORNEY RECORD NUMBER 627820 RECORD DATE DEC/12/2006 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 119411 DATED NOV/21/2005 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT AERDIENALCES INCONOMIALES SOCIEDAD ANONIMA DE CAPITAL VARIABLE REPRESENTED BY ROBERTO LAZARO ALCANTARA ROMAS, APPOINTED MRS. MARIA AURELIA FLORES VALDEZ AS ATTORNEY IN FACT CONFERING HER A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 18 AND 19 OF THE COMMERCE CODE, ARTICLES 41 AND 220 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, 2534 OF THE CIVIL CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS. IN THE CASE OF COMMERCIAL NOTABLES PUBLIC, ARTICLE 6, SECTION V OF THE FEDERAL COMMERCIAL NOTARY'S LAW, ARTICLE 6, 53 SECTION V AND 54 OF THE REGULATIONS TO THE FEDERAL COMMERCIAL NOTARY'S LAW AND ARTICLE 10, 145, 149 AND 50 OF THE GENERAL CORPORATIONS LAW SHALL BE APPLICABLE. GOVERNMENTAL CHARGES \$426.00 (FOUR HUNDRED AND TWENTY SIX PESOS 00/100 MEX.) CAPTURE LINE 9530011027280072855 DATED DEC 20, 2006. CONEJUNTARY BEVA BANCO SANTOMER, S.A. MEXICO CITY, JAN/06/2007, RECORDING OFFICER: ERICK FABIAN PLASCENCIA TORRES, REGISTRAR: MR. ADAM OCHOA PEREZ.	MR. ADAM OCHOA PEREZ <u>[UNRECEIVED SIGNATURE]</u>

Cecilia Martínez Lewis

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:55

Perito Trazador
Autorizado por el H.
Tribunal Superior de Justicia del DF

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PRESENTATION ENTRY	RECORD DATE	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
348278	14-08-2007	OTIS FUDS	RECORDING OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN LIEU OF A SHAREHOLDERS' MEETING RECORD NUMBER 348278 DATED AUG/14/2007 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 124389 DATED AUG/01/2007 BEFORE LOON NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHOM EVIDENCES THAT, AT THE REQUEST MADE BY MR. RODRIGO BARRERA ZAPEN, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY, THE FOLLOWING MINUTE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMALIZED: SHAREHOLDERS RESOLUTIONS ADOPTED IN LIEU OF A SHAREHOLDERS MEETING ON 22/08/2007, APPOINTMENT OF THE FOLLOWING PERSONS AS ATTORNEYS IN FACT: MR. MICHAEL BALLUANT ZUCK, MR. DONAL ROBERT, GROUP C ATTORNEYS IN FACT, WHO SHALL BE CONFERRED WITH A GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, ACTS OF ADMINISTRATION FOR LABOR MATTERS, ACTS OF ADMINISTRATION, TO SUBSTITUTE OR DELEGATE THE POWER OF ATTORNEY, RESERVING (ILLEGIBLE) THE EXERCISE THEREOF AND TO REMOVE ANY SUBSTITUTIONS GRANTED THEREBY, WITH THE POWERS AND LIMITATIONS ESTABLISHED IN THIS RESOLUTION, IN THE UNDERSTANDING THAT THE EXERCISE OF THE POWERS REFERRED TO IN SUBSECTIONS 1, 2, 3 AND 4 ABOVE BY ANY OF THE GROUP C ATTORNEYS IN FACT, IN THE CASE OF ANY OF THE MATTERS LISTED IN THE LAST PART OF THE FIRST RESOLUTION, WILL REQUIRE OF A PREVIOUS RESOLUTION OF THE COMPANY'S SHAREHOLDERS MEETING OR BOARD OF DIRECTORS VAUQUY ADOPTED THEREBY IN ACCORDANCE WITH THE CHARTER AND VOTING REQUIREMENTS ESTABLISHED IN THE COMPANY'S BY LAWS, THAT SPECIFICALLY APPROVES THE CORRESPONDING MATTER. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3 SECTION 11, 12, 21, 23, 25 OF THE COMMERCIAL CODE, 10 SECOND PARAGRAPH, 42, 77, 78, 80, 143 THIRD PARAGRAPH, 145 AND 178 THROUGH 194 OF THE GENERAL CORPORATIONS LAW, 4, 16, 27, 28 IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT'S PUBLIC ADMINISTRATION INTERNAL REGULATIONS AND 31 OF MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 2 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 1999 TO 2002 OF THE FEDERAL CIVIL CODE, 31 SECTION 11, 41 AND 213 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, GOVERNMENTAL CHARGES \$46,110 (NINE HUNDRED AND SIXTY ONE PESOS 00/100 (MEX)) CAPTURE LINE 9331100450610009504, DATED AUG/13/2007 COMMENTARY BANKCOMER, S.A. MEXICO CITY, AUG/22/2007, RECORDING OFFICER: VERONICA MORAN CONZALEZ, REGISTRAR: MR. FELIPE AGUILAR MARTINEZ.	MR. FELIPE AGUILAR MARTINEZ (AN ILLEGIBLE SIGNATURE)

PRINTING DATE

(ILLEGIBLE)

Cecilio Gonzalez Marquez

Perito Registrador
Autorizado por el IL
Tribunal Superior de Justicia del DF

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TALLAHASSEE, FLORIDA

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**PUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCE**

PRESENTATION ENTRY 158172	RECORD DATE 16-04-2008	TRANSACTION C13 C3011	INCORPORATION, MANAGEMENT AND AMENDMENTS RECORD NUMBER 158172 DATED 16/04/2008 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTRY OF MEXICO, STATE FEDERAL DISTRICT, NAME MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT, AT THE REQUEST MADE BY MR. RODRIGO BARRERA ZAPATA, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY, THE FOLLOWING MINUTE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMULATED: SHAREHOLDERS RESOLUTIONS ADOPTED IN LIEU OF A SHAREHOLDERS MEETING ON 02/03/2008, AMENDMENT TO THE CORPORATE BYLAWS, IN WHICH IT WAS AGREED TO AMEND CLAUSE 9 OF THE CORPORATE BYLAWS IN ORDER FOR IT TO BE READ AS FOLLOWS: 9. SERIES OF SHARES. THE CAPITAL STOCK SHALL BE REPRESENTED BY COMMON, REGISTERED SHARES WITHOUT PAR VALUE AND BY REGISTERED SHARES WITHOUT PAR VALUE CONSIDERED AS REDUCTION OF INVESTMENT AND THAT SHALL NOT BE COMPUTED FOR PURPOSES OF ESTABLISHING THE PERCENTAGE OF FOREIGN INVESTMENT IN THE CAPITAL STOCK. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3 SECTION 9, 10, 21, 23, 25 OF THE COMMERCE CODE, 10 SECOND PARAGRAPH, 41, 77, 78, 80, 143 THIRD PARAGRAPH, 105 AND 178 THROUGH 194 OF THE GENERAL CORPORATIONS LAW, 4, 15, 27, 28 (4 CONNECTION WITH ARTICLE 317 OF THE FEDERAL DISTRICT'S PUBLIC ADMINISTRATION ORDINANCE REGULATIONS) AND 31 OF MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 2 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2999 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION 41 AND 217 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, GOVERNMENTAL CHARGES- 51,000,000 (ONE THOUSAND FIFTY ONE MILLION) CAPTURED LINE 43510020404200808, DATED APRIL 15/2008 COMMENTARY BANKOMER, S.A. MEXICO CITY, APRIL 17/2008, RECORDING OFFICER: CARLOS BUSTAMANTECAS, REGISTRAR: MRS. NORMA RAMOS SQUIBARO.	REGISTER'S SIGNATURE MRS. NORMA RAMOS SQUIBARO	[AN ILLEGIBLE SIGNATURE]
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APRIL 21, 2008 17:26:40

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TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:55

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Cecilia Martínez Lavín



Pablo Trujillo

Autorizado por el H.

Tribunal Superior de Justicia del DF

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CERTIFICATE OF
FOLIO

Folio No. 333893*

CORPORATIONS

MEXICO CITY

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OFFICIAL SEAL OF THE PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCEPUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCE

PRESENTATION ENTRY 520225	RECORD DATE 26-11-2007	TRANSACTION ID 1113	INCORPORATION, MANAGEMENT AND AMENDMENTS RECORDING OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN LIEU OF A SHAREHOLDERS MEETING RECORD NUMBER 51403 DATED NOV/26/2007 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 126277 DATED NOV/24/2007 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT, AT THE REQUEST MADE BY MR. RODRIGO BARRERA TORRES, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETINGS OF THE COMPANY, THE FOLLOWING ACQUITE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMULATED: SHAREHOLDERS RESOLUTIONS ADOPTED IN LIEU OF A SHAREHOLDERS MEETING ON 09/09/2007, AMENDMENT TO THE CORPORATE BY-LAWS IN WHICH THE AMENDMENT TO THE FOLLOWING CLAUSES AND/OR ARTICLES WAS AGREED UPON: SUBSECTION (I) OF SECTION (A) OF CLAUSE 13 OF THE CORPORATE BY-LAWS IS AMENDED IN ORDER TO BE WORDED AS FOLLOWS: 13. SHARE TRANSFER RIGHTS AND OPTIONS. A) FIRST PENDER RIGHTS. (I) THE SELLING SHAREHOLDER SHALL FIRST DELIVER A WRITTEN NOTICE (NOTICE OF SALE) TO THE REST OF THE COMPANY'S SHAREHOLDERS THAT ARE DIFFERENT FROM THE ONE'S HOLDING SHARES OF THE SERIES D (SUCH OTHER SHAREHOLDERS TO WHICH THE NOTICE OF SALE MUST BE DELIVERED SHALL BE REFERRED TO AS THE ACCEPTING SHAREHOLDERS) WITH COPY TO THE COMPANY'S BOARD OF DIRECTORS' SECRETARY, INDICATING ITS INTENTION TO SELL THE SHARES. OBSERVATIONS: THE UNDERSIGNED NOTARY PUBLIC ATTACHES HERETO A CERTIFICATE DATED 12/14/2007, ESTABLISHING THAT THE INCREASE TO THE VARIABLE CAPITAL MUST NOT BE TAKEN INTO CONSIDERATION. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 7, SECTION II, 18, 21, 23, 25 OF THE COMMERCIAL CODE, 10 SECOND PARAGRAPH, 41, 77, 78, 80, 143 THIRD PARAGRAPH, 145 AND 178 THROUGH 194 OF THE GENERAL CORPORATIONS LAW, 4, 16, 22, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT'S PUBLIC ADMINISTRATION INTERNAL REGULATIONS) AND 31 OF MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY'S REGULATIONS, 7 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY'S REGULATIONS, 2090 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION II, 41 AND 217 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, GOVERNMENTAL CHARGES \$961.00 DINE HUNDRED AND SIXTY ONE PESOS (961/100 MLCN) CAPTURE LINE 93331006519596809996, DATED NOV/22/2007 COMPLEMENTARY RANQUER, S.A. MEXICO CITY, JAN/21/2008. RECORDING OFFICER: CARLOS RUIZ ZAPOTECAS, REGISTRAR-MRS. NORMA RAMOS SOBARZO.
REGISTRAR'S SIGNATURE	MRS. NORMA RAMOS SOBARZO	[UNLIESSIBLE SIGNATURE]	

PRINTING DATE JAN 21, 2008 16:22:14

Cecilia Martínez Lora


 Prolongación de la
 Autorización por el H.
 Tribunal Superior de Justicia del DF

SECRETARÍA DE ESTADO
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12 JUN 12 AM 9:55

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**CERTIFICATE OF
FOLIO**

Folio No. 333893*

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**OFFICIAL SEAL OF THE PUBLIC REGISTRY OF REAL
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PUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCE

PRESENTATION	RECORD	DATE	TRANSACTION	REGISTER'S SIGNATURE
ENTRY 318261		24-07-2008	011 11002	MRS. NANCY PEREZ ESPEJEL [AN ILLEGIBLE SIGNATURE]
INCORPORATION, MANAGEMENT AND AMENDMENTS GRANTING OF POWER OF ATTORNEY RECORD NUMBER 318261 RECORD DATE JUL/24/2008 COMMERCIAL FOID 333893* THROUGH PUBLIC DEED NUMBER 133772 DATED JUL/15/2008 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME, MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT ADOLESCENCES NACIONALES SOCIEDAD ANONIMA DE CAPITAL VARIABLE, REPRESENTED BY ROBERTO LAZARO ALCAUTARA ROJAS, APPOINTED MR. JOSE ALBERTO AGUIERO GALONIA AS ATTORNEY IN FACT CONFERRING HIM A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 12.3 SECTION 4, 18 21, SECTION VII, 23 AND 25 OF THE COMMERCE CODE, 9 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS, 10, 42, 145 AND 149 OF THE GENERAL CORPORATIONS LAW, 4, 16, 27, 28 (IN CONNECTION WITH ARTICLE 117 OF THE FEDERAL DISTRICT'S PUBLIC ADMINISTRATION'S INTERNAL REGULATIONS) 33 AND 39 OF THE PUBLIC COMMERCIAL REGISTRY 2551, 2554, 2599 TO 3002 OF THE FEDERAL CIVIL CODE, 31 SECTION II, 41, 248 SECTION I OF THE FINANCIAL CODE, GOVERNMENTAL CHARGES \$495,000 (FOUR HUNDRED AND FIFTY NINE PESOS 00/100 M.C.T.) CAPTURE LINE: 9390010807231620478 DATED JUL 23, 2008, COMMUNITARY PAYMENT MADE AT BIVA BANCOMEX S.A. MEXICO CITY, AGO/01/2008, RECORDING OFFICE: JOSE QUINTERO MIRABLES, REGISTRATION: MRS. NANCY VAZMIN PEREZ ESPEJEL.				

143419 AGO 07, 2008 10:07

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SECONDARY STATE
TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:55

Cecilia Martinez Lavin

Perito Registrador
Autorizado por el H.

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**CERTIFICATE OF
FOLIO**

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PUBLIC ADMINISTRATION
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ESTATE PROPERTY AND COMMERCE

PRESENTATION ENTRY	RECORD DATE	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTRY'S SIGNATURE
667870	21-12-2006	CMA TUDIS	RECORD NUMBER 667870 RECORD DATE DEC/21/2006 COMMERCIAL FOLIO 333893* BASED ON ARTICLES 2 AND 32 OF THE COMMERCE CODE, 3013, 3024 OF THE CIVIL CODE, 75 AND 76 OF THE REGULATIONS TO MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY AND HAVING THE ORIGINAL VERSION OF PUBLIC DEED NUMBER 119413 DATED NOV/23/2006 GRANTED BEFORE LOCAL NOTARY PUBLIC NUMBER 152, MR. CECILIO GONZALEZ MARQUEZ, OF MEXICO CITY, RECORDED UNDER ENTRY NUMBER 667870 AND DATED DEC/21/2006 AT SIGHT, THE RECTIFICATION OF THE PRECEDING RECORD TAKES PLACE, IN VIEW THAT IT WAS ERRONEOUSLY RECORDED; IT READ AS FOLLOWS: ARTICLE 50 OF THE GENERAL CORPORATIONS LAW, ARTICLE 19 OF THE COMMERCE CODE, AND IT SHOULD HAVE READ: ARTICLE 150 OF THE GENERAL CORPORATIONS LAW, ARTICLES 18, 21 AND 23 OF THE COMMERCE CODE, ARTICLES 2 AND 9 OF THE REGULATIONS TO THE PUBLIC COMMERCIAL REGISTRY ARE ADDED; THE FOREGOING, FOR ALL LEGAL PURPOSES THAT MAY CORRESPOND. GOVERNMENTAL CHARGES NONE. MEXICO CITY, JAN/22/2007 REGISTRAR: MR. ADAN OCHOA PEREZ.	MR. ADAN OCHOA PEREZ <u>[AN ILLEGIBLE SIGNATURE]</u>

PRINTING DATE JAN 22, 2007 06:34 PM

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF
FOLIO**

Folio No. 338893*

CORPORATIONS

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**PUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
ESTATE PROPERTY AND COMMERCE**

PRESENTATION ENTRY 125-400	RECORD DATE 08-06-2005	TRANSACTION CODE 0000	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
			INCORPORATION OF BUSINESS CORPORATION AND VARIABLE CAPITAL MOBILITY THROUGH PUBLIC DEED NUMBER 125723 DATED NOV/14/2007 GRANTED BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MANRIQUEZ, BEFORE WHOM MESSRS. ROBERTO LAZARO ALCANTARA ROSAS, RAFAEL HERRERA FERNANDEZ Y JAYEN RAMIREZ MENDOZA, THE LATTER, IN REPRESENTATION OF THE INVESTORS OF AUTOTRANSPORTES MEDICINOS, S.A. DE C.V., APPEARED TO INCORPORATE THE COMPANY DENOMINATED AEROMECAS MADONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, WITH A DURATION OF 99 YEARS AND WITH DOMICLES LOCATED IN MEXICO CITY, AND WHICH CORPORATE PURPOSE IS THE ESTABLISHMENT AND EXPLOITATION, WITHIN THE MEXICAN REPUBLIC OR ABROAD, OF ORDINARY AND EXTRAORDINARY PASSENGER, MAIL AND GENERAL CARGO PUBLIC AIR TRANSPORTATION SERVICES IN CHARTERED FLIGHTS ALSO KNOWN AS CHARTERS, AS WELL AS IN OTHER TRANSPORTATION MEANS RELATED WITH AIR TRANSPORTATION AND, IN GENERAL, THE EXPLOITATION OF ALL ECONOMIC AND SCIENTIFIC CIVIL AVIATION'S APPLICATIONS. MEXICAN FIRED CAPITAL OF \$50,000.00 (FIFTY THOUSAND PESOS 00/100 MEXC.) AUTHORIZED CAPITAL \$500,000.00. THE COMPANY SHALL BE MANAGED BY A BOARD OF DIRECTORS, SHARES SUBSCRIBED AS FOLLOWS, THE FOLLOWING PERSONS WERE APPOINTED AS ATTORNEYS IN FACT: SHAREHOLDER ROBERTO LAZARO ALCANTARA ROSAS, 100 SHARES, SHAREHOLDER RAFAEL HERRERA FERNANDEZ, 100 SHARES, SHAREHOLDER INVESTORS IN AUTOTRANSPORTES MEDICINOS, S.A. DE C.V., 4000 SHARES, CHAIRMAN ROBERTO LAZARO ALCANTARA ROSAS, VICE PRESIDENT FERNANDO RODRIGUEZ CRUJECHO, DIRECTOR RAFAEL HERRERA FERNANDEZ, STATUTORY AUDITOR GUILLERMO BLASUNO ROMERO, STATUTORY AUDITOR ISMAEL TRUJILLO OVANDO, SECRETARY, NOT MEMBER OF THE BOARD, ROSE ALONSO INFERRA HERMANDEZ, ATTORNEY IN FACT, ROBERTO LAZARO ALCANTARA ROSAS, ATTORNEY IN FACT FERNANDO RODRIGUEZ CRUJECHO, WHO SHALL HAVE A GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS. THE ATTORNEYS IN FACT SHALL BE EXPRESSLY AUTHORIZED SO THAT, ON BEHALF OF THE PRINCIPAL COMPANY, THEY MAY ACT BEFORE THE UNION OR UNIONS WITH WHICH THE COMPANY HAS ENTERED INTO COLLECTIVE BARGAINING AGREEMENTS, AS WELL AS BEFORE INDIVIDUAL EMPLOYEES; THE POWER OF ATTORNEY SHALL BE EXERCISED BEFORE INDIVIDUALS AND BEFORE ANY KIND OF ADMINISTRATIVE OR JUDICIAL AUTHORITIES, EVEN FEDERAL, CRIMINAL AND LOCAL OR FEDERAL ADMINISTRATION AND CONCILIATION BOARDS, LABOR AUTHORITIES AND TAX COURTS; GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION, GENERAL POWER OF ATTORNEY FOR ACTS OF OWNERSHIP, POWER TO ISSUE, SUBSCRIBE, GUARANTEE AND ENDORSE NEGOTIABLE INSTRUMENTS; THE ATTORNEYS IN FACT MAY SUBSTITUTE THIS POWER OF ATTORNEY, AS WELL AS GRANT AND REVOKE POWERS. ATTORNEY IN FACT RAFAEL HERRERA FERNANDEZ, WHO SHALL HAVE A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS TO ACT ON BEHALF OF THE COMPANY BEFORE THE UNION OR UNIONS WITH WHICH THE COMPANY HAS ENTERED INTO COLLECTIVE BARGAINING AGREEMENTS, AS WELL AS BEFORE INDIVIDUAL EMPLOYEES, HE SHALL REPRESENT THE COMPANY BEFORE ALL KINDS OF JUDICIAL OR ADMINISTRATIVE AUTHORITIES, OR BEFORE ANY OTHER AUTHORITY IN CHARGE OF THE RESOLUTION OF LABOR CONFLICTS. GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION ATTORNEY IN FACT ROBERTO LAZARO ALCANTARA ROSAS, ATTORNEY IN FACT	MR. JUAN CARLOS MUÑEZ PACHECO [NOT ILLEGIBLE SIGNATURE]

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FOLIO**

Folio No. 333893*

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PUBLIC ADMINISTRATION
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PRESENTATION ENTRY 175400	RECORD DATE 09-06-2005	TRANSACTION CUD 10000	INCORPORATION, MANAGEMENT AND AMENDMENTS ZAPEN, ATTORNEY IN FACT, MANUEL DURAN CABRADOR, WHO SHALL HAVE A GENERAL POWER OF ATTORNEY FOR LITIGATION AND COLLECTIONS, THE ATTORNEYS IN FACT ARE EXPRESSLY AUTHORIZED TO ACT ON BEHALF OF THE COMPANY, BEFORE THE UNION OR UNIONS WITH WHICH THE COMPANY HAS ENTERED INTO COLLECTIVE BARGAINING AGREEMENTS, AS WELL AS BEFORE INDIVIDUAL EMPLOYEES; IT SHALL BE EXERCISED BEFORE INDIVIDUALS AND BEFORE ALL KINDS OF ADMINISTRATIVE OR JUDICIAL AUTHORITIES, EVEN FEDERAL, OR JUDICIAL OR LOCAL CONGRESSIONAL AND ARBITRATION BOARDS, LABOR AUTHORITIES AND TAX COURTS; FOREIGNERS' ADMISSION CLAUSE: ADMISSION OF FOREIGNERS, TOTAL NUMBER OF SHARES: 500, PAR VALUE: \$100.00, PERMIT ISSUED BY THE MINISTRY OF FOREIGN RELATIONS UNDER NUMBER 37000546, DATED 02/17/2005, FILE NUMBER 20053700050. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 4, 5 AND 6: 87 TO 211 AND 213 TO 221 OF THE GENERAL CORPORATIONS LAW, 1, 9, 12 AND 22 OF THE MUTUAL FUND COMPANY LAW, 15 OF THE SURTY COMPANY LAW, 2 AND 4 OF THE LIMITED LIABILITY AND PUBLIC INTEREST COMPANY LAW, 1 TO 8 OF THE FINANCIAL INSTITUTIONS LAW, 5 TO 14 OF THE LAW FOR THE REGULATION OF FINANCIAL GROUP, 31 SECTION III 41 AND 217 OF THE FINANCIAL CODE FOR THE FEDERAL DISTRICT, 1, 3, 18 TO 32 OF THE COMMERCE CODE, 29 OF THE GENERAL MUTUAL INSURANCE COMPANY LAW AND 1 TO 20 OF THE REGULATIONS TO MEXICO CITY'S PUBLIC REGISTRY OF REAL ESTATE PROPERTY. IN THE CASE OF COMMERCIAL NOTARIES PUBLIC, ARTICLES 6, SECTION VI OF THE FEDERAL COMMERCIAL NOTARIES LAW AND ARTICLE 6, 53, SECTION V AND 4 OF THE REGULATIONS TO THE FEDERAL COMMERCIAL NOTARIES LAW SHALL BE APPLICABLE. GOVERNMENTAL CHARGES \$891.00 (EIGHT HUNDRED AND NINETY ONE PESOS) (100 MEXC) R.C. TDF5052091530512731. FOLIO NUMBER 29848 DATED JUN/08/2005 SUPPLEMENTARY PAYMENT \$409.00 (FOUR HUNDRED AND NINE PESOS 00/100 MEXC) R.C. TDF5052091530512731. ENTRY 82237 DATED JUN/06/2005, MEXICO CITY, JUL/19/2005. RECORDING OFFICER: JUAN LUIS MANOJUAN ROALES, REGISTRAR: MR. JUAN CARLOS NUÑEZ PACHECO.	REGISTRAR'S SIGNATURE MR. JUAN CARLOS NUÑEZ PACHECO <u>[ANY ILLEGIBLE SIGNATURE]</u>
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TALLAHASSEE, FLORIDA

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PUBLIC ADMINISTRATION
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PRESENTATION ENTRY 301463	RECORD DATE 07-08-2009	TRANSACTION CUI3 11013	INCORPORATION, MANAGEMENT AND AMENDMENTS RECORDING OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN DETU OF A SHAREHOLDERS MEETING RECORD NUMBER 301463 DATED AUG/07/2009 COMMERCIAL FOLIO 333893* THROUGH PUBLIC DEED NUMBER 130353 DATED JUL/28/2009 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME: MR. CECILIO GONZALEZ MARQUEZ, WHICH EVIDENCES THAT AT THE REQUEST MADE BY MR. RODRIGO BARRERA ZAPATA, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY AERONAVIAZ INTERNACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, THE FOLLOWING RESOLUTIONS WERE ADOPTED AND THE FOLLOWING RESOLUTIONS FORMALIZED: SHAREHOLDERS RESOLUTIONS ADOPTED IN DETU OF A SHAREHOLDERS MEETING ON 25/06/2009, APPOINTMENT OF ATTORNEYS IN FACT. THE FOLLOWING PERSONS WERE APPOINTED AS ATTORNEYS IN FACT: MR. DONALD ROGERS AND MAURO KOEL ECHAVEZ, MOQUENO, AND THEY ARE CONFERRED WITH A GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION FOR LABOR MATTERS, GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION, SPECIAL POWER OF ATTORNEY TO SUBSCRIBE NEGOTIABLE INSTRUMENTS, IN ACCORDANCE WITH THE PROVISIONS IN ARTICLE 9 AND 85 OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1, 2, 3, SECTION II, 18, 21, 21, 25 OF THE COMMERCE CODE, 10 SECOND PARAGRAPH, 42, 77, 78, 80, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.	REGISTER'S SIGNATURE MR. RICARDO DURAN PERA [AN ILLEGIBLE SIGNATURE]
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Cecilia Martínez Lavín



Pardo Tostado

Autorizado por el H.

Tribunal Superior de Justicia del DF

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Folio No. 333893*

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**PUBLIC ADMINISTRATION
PUBLIC REGISTRY OF REAL
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PRESENTATION ENTRY 528140	RECORD DATE 06-10-2006	TRANSACTION C13	11011	REGISTRAR'S SIGNATURE MRS. ANA ZILIANA RODRIGUEZ JAVIER
INCORPORATION, MANAGEMENT AND AMENDMENTS RECORDING OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN LIEU OF A SHAREHOLDERS MEETING RECORD NUMBER 528140 DATED JUN/10/2006 COMMERCIAL FOLIO 113693* THROUGH PUBLIC DEED NUMBER 117287 DATED SEP/11/2005 BEFORE LOCAL NOTARY PUBLIC NUMBER 151 OF THE COUNTY OF MEXICO, STATE, FEDERAL DISTRICT, NAME MR. CECILIO GONZALEZ MARQUEZ, WHICH FURNISHES THAT, AT THE REQUEST MADE BY MR. RODRIGO BARRERA ZAPEN, IN HIS CAPACITY OF DELEGATE OF THE SHAREHOLDERS MEETING OF THE COMPANY AERONAVES INTERNACIONALES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, THE FOLLOWING MINUTE WAS NOTARIZED AND THE FOLLOWING RESOLUTIONS FORMALIZED: SHAREHOLDERS RESOLUTIONS ADOPTED IN LIEU OF A SHAREHOLDERS MEETING ON 04/05/2006: AMENDMENT OF THE COMPANY'S CORPORATE BY-LAWS IN WHICH IT WAS RESOLVED TO AMEND THE TOTALITY OF CLAUSES AND/OR ARTICLES THEREIN IN ORDER TO BE READ AS FOLLOWS: COMPANY NAME—AERONAVES INTERNACIONALES S.A. DE C.V. CORPORATE PURPOSE—THE PURPOSE OF THE COMPANY SHALL BE: A) THE OBTENTION OF ANY CONCESSIONS, PERMITS, AND AUTHORIZATIONS IN ORDER TO RENDER ALL KINDS OF AIR SERVICES, IN ACCORDANCE WITH THE PROVISIONS IN THE CIVIL AVIATION LAW AND ITS REGULATIONS. B) THE ESTABLISHMENT AND EXPLOITATION, WITHIN THE TERRITORY OF THE MEXICAN REPUBLIC OR FROM THE MEXICAN REPUBLIC OR ABROAD, OF PUBLIC ORDINARY AND EXTRAORDINARY, DOMESTIC AND INTERNATIONAL PASSENGER, MAIL AND GENERAL CARGO AIR SERVICES, INCLUDING THE HANDLING AND EXPLOITATION OF PASSENGER TRANSPORTATION IN CHARTERED FLIGHTS KNOWN AS CHARTERS AND, IN GENERAL, THE EXPLOITATION OF ALL CIVIL AVIATION'S ECONOMIC AND SCIENTIFIC APPLICATIONS AIR. (BOMEX- MEXICO CITY) DURATION: THE COMPANY'S DURATION SHALL END ON DECEMBER 31, 2105 (TWENTY ONE ZERO TWELVE) FOREIGNERS' ADMISSION CLAUSE: ADVISORY CAPITAL STOCKS: THE MINIMUM FREE CAPITAL FULLY SUBSCRIBED AND PAID IN ADDS UP TO THE AMOUNT OF \$500,000 (FIFTY THOUSAND DOLLARS) AND SHALL BE REPRESENTED BY 50,000 (FIFTY THOUSAND) ORDINARY REGISTERED CLASS 1 SHARES WITH NO PAR VALUE, AND WHICH ARE FULLY SUBSCRIBED AND PAID IN. APPOINTMENTS AND RESIGNATIONS OF MEMBERS OF MANAGEMENT BOARDS: THE RESIGNATIONS OF THE FOLLOWING PERSONS WERE ACCEPTED, AND THE FOLLOWING PERSONS WERE APPOINTED: RESIGNATION OF DIRECTOR ROBERTO LAZARO ALCANTARA ROSAS, RESUNDA OF DIRECTOR FERNANDO RODRIGUEZ CANACHO, RESIGNATION OF DIRECTOR RAFAEL HERRERA FERNANDEZ, RESIGNATION OF SECRETARY JOSE ALFONSO RIVERA HERNANDEZ (WHO IS NOT PART OF THE BOARD) IN VIEW OF THE FOREGOING, THE COMPANY'S BOARD OF DIRECTORS, SECRETARY AND STATUTORY AUDITOR ARE REPRESENTED AS FOLLOWS: PRESIDENT MR. ROBERTO LAZARO ALCANTARA ROSAS, VICE PRESIDENT MR. THOMAS ANTHONY RYAN, DIRECTOR ARTURO ALCANTARA ROSAS, DIRECTOR MR. FERNANDO RODRIGUEZ CANACHO, DIRECTOR MR. T. GUADALUPE RODRIGUEZ SANCHEZ, DIRECTOR MR. DECILAN FRANCIS RYAN, DIRECTOR MR. MAURICE WASON ALEXANDER, ALTERNATE DIRECTOR MR. VICTOR ANTONIO RUZ MENDOZA, ALTERNATE DIRECTOR OF ROBERTO LAZARO ALCANTARA ROSAS AND ARTURO ALCANTARA ROSAS, ALTERNATE DIRECTOR RYAN VILCHES VELAZQUEZ (ALTERNATE DIRECTOR OF FERNANDO RODRIGUEZ CANACHO), ALTERNATE DIRECTOR RODRIGUEZ SANCHEZ (ALTERNATE DIRECTOR ALEJANDRO OREDO HERRERA (ALTERNATE DIRECTOR OF FERNANDO RODRIGUEZ CANACHO AND T. GUADALUPE RODRIGUEZ SANCHEZ) ALTERNATE DIRECTOR CATHAL RYAN (ALTERNATE DIRECTOR OF THOMAS ANTHONY RYAN) ALTERNATE DIRECTOR ANTHONY MARTIN CARRAGHER (ALTERNATE DIRECTOR OF DECILAN FRANCIS RYAN) SECRETARY				REGISTRAR'S SIGNATURE MRS. ANA ZILIANA RODRIGUEZ JAVIER

SECRETARY OF STATE
FALL 11/13/2011

12 JUN 12 AM 9:56

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Cecilia Martínez López

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PRINTING DATE

PRESENTATION ENTRY	RECORD DATE	TRANSACTION	INCORPORATION, MANAGEMENT AND AMENDMENTS	REGISTER'S SIGNATURE
528143	06-10-2006	013 11011	NOT MEMBER OF THE BOARD OF DIRECTORS RODRIGO BARBERA ZAPEN, STATUTORY AUDITOR ISAC TRIMILLO OVANDO, ALTERNATE STATUTORY AUDITOR GUILLERMO ILIAGO LONGORIA, RESIGNATIONS OR REVOCATIONS. THE RESIGNATIONS OF THE FOLLOWING PERSONS WERE ACCEPTED AND THEIR CORRESPONDING POWERS OF ATTORNEY WERE REVOKED: REVOCATION OF ATTORNEY IN FACT ROBERTO LAZARO ALCANTARA ROSAS. REVOCATION OF ATTORNEY IN FACT FERNANDO RODRIGUEZ CAMACHO. REVOCATION OF ATTORNEY IN FACT MANUEL DURAN LAURADOR, WHICH POWERS WERE GRANTED TO THE THREE OF THEM IN PUBLIC DEED NUMBER 108316, DATED 05/17/2006. GRANTED BEFORE MR. CECILIO GONZALEZ MARQUEZ NOTARY PUBLIC 1ST OF MEXICO CITY. APPOINTMENTS OF ATTORNEYS IN FACT. THE FOLLOWING PERSONS WERE APPOINTED AS ATTORNEYS IN FACT: ATTORNEY IN FACT ROBERTO LAZARO ALCANTARA ROSAS. ATTORNEY IN FACT FERNANDO RODRIGUEZ CAMACHO. ATTORNEY IN FACT 1. GUADALUPE RODRIGUEZ SANCHEZ, THE THREE OF THEM APPOINTED AS GROUP A ATTORNEYS IN FACT. ATTORNEY IN FACT THOMAS ANTHONY RYAN. ATTORNEY IN FACT THOMAS ANTHONY RYAN. ATTORNEY IN FACT DECLAN FRANKS REAH. ATTORNEY IN FACT ALEXANDER MAURICE MASON. ATTORNEY IN FACT CAPITAL RYAN. ATTORNEY IN FACT ANTHONY MARTIN CARBAGNER, THE SEVEN OF THEM APPOINTED AS GROUP B ATTORNEYS IN FACT, AND ALL OF THEM CONFERRED WITH A GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION FOR LABOR MASTERS, GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION, GENERAL POWER OF ATTORNEY FOR ACTS OF OWNERSHIP. POWER OF ATTORNEY TO ISSUE AND SUBSCRIBE NEGOTIABLE INSTRUMENTS ON BEHALF OF THE COMPANY, IN TERMS OF THE PROVISIONS IN ARTICLE 9 (NINTHO) OF THE GENERAL LAW OF NEGOTIABLE INSTRUMENTS AND CREDIT TRANSACTIONS. THE ATTORNEY IN FACT SHALL HAVE THE AUTHORITY TO TOTALLY OR PARTIALLY SUBSTITUTE OR DELEGATE THIS POWER, ALWAYS RESERVING THE EXCESSIVE THEREOF, AND TO REVOKE ANY SUBSTITUTIONS GRANTED THEREBY, WITH THE POWERS AND LIMITATIONS ESTABLISHED IN THIS RESOLUTION NUMBER EIGHT. THE PRECEDING RECORD WAS MADE BASED ON ARTICLES 1 TO 6, 178 AND 179 OF THE GENERAL CORPORATIONS LAW AND 38 SECTION III 41 AND 217 OF THE ENVIRONMENTAL CODE FOR THE FEDERAL DISTRICT. IN THE CASE OF COMMERCIAL NOTARIES PUBLIC, ARTICLES 6, SECTION V OF THE FEDERAL COMMERCIAL NOTARY'S LAW AND ARTICLE 6 AND 53 SECTION V AND 54 OF THE REGULATIONS TO THE FEDERAL COMMERCIAL NOTARY'S LAW, AND ARTICLE 10, 145 AND 149 OF THE GENERAL CORPORATIONS LAW SHALL BE APPLICABLE. GOVERNMENTAL CHARGES \$1,780.00 (ONE THOUSAND SEVEN HUNDRED PESOS 00/100 MEX. CV.) I.C. 1050502091512731 FOLIO NUMBER 10517, DATED 02/02/2006. MEXICO CITY OCT 11/2006, RECORDING OFFICER: MR. NICOLAS GONZALEZ SIERRA. REGISTRAR: MRS. ANA ILIANA RODRIGUEZ JAVIER.	[AN ILLEGIBLE SIGNATURE]

OCT 11, 2006 09:37:01

PRINTING DATE

SECRETARÍA DE ESTADO
TALLAHASSEE, FLORIDA

12 JUN 12 AM 9:56

Cecilia Martínez Lavín

Perito Traductor
Autorizado por el H.

Tribunal Superior de Justicia del DF

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