F12000004654

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

VH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Concesionaria Vuela Compania de Aviacion SA de CV
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," or "Certificate of Good Standing" 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:

Name of Person

Concesionaria Vuela Compania de Aviacion SA de CV
Firm/Company

1313 PONCE DE LEON BLVD, SUITE 201
Address

CORAL GABLES, FL 33134
City/State and Zip code

mlrivero@mlrivero.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Manuel L. Rivero at (305) 443-8500
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

September 10, 2012

MANUEL RIVERO
1313 PONCE DE LEON BLVD, SUITE 201
CORAL GABLES, FL 33134

SUBJECT: CONCESIONARIA VUELA COMPANIA DE AVIACION SA DE CV, INC.
Ref. Number: W12000046710

We have received your document for CONCESIONARIA VUELA COMPANIA DE AVIACION SA DE CV, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 612A00022788

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. Concesionaria Vuela Compania de Aviacion SAPI de CV , Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

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

3. 98-0613281
(FEI number, if applicable)

4. 10/27/2004
(Date of incorporation)

5. 99 years
(Duration: Year corp. will cease to exist or "perpetual")

6. 07/15/2012
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Av. Antonio Dovali Jaime N.70, Torre B, Piso 13 Colonia Zedec Santa Fe, Delegacion Alvaro Obregon, Mexico DF 01210
(Principal office address)

1313 Ponce de Leon Blvd, Suite 201 Coral Gables, FL 33134
(Current mailing address)

8. Foreign Passenger Air Transportation
(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: Manuel L. Rivero

Office Address: 1313 Ponce de Leon Blvd, Suite 201

Coral Gables, Florida 33134
(City) (Zip code)

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

(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: Isaias Mejia Talamantes

Address: Av. Antonio Dovali Jaime N.70, Torre B, Piso 13
Colonia Zedec Santa Fe, Delegacion Alvaro Obregon, Mexico DF 01210

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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B. OFFICERS

President: Octavio Rodriguez Mora (CEO)

Address: Av. Antonio Dovali Jaime N.70, Torre B, Piso 13
Colonia Zedec Santa Fe, Delegacion Alvaro Obregon, Mexico DF 01210

Vice President: ______________________

Address: ______________________

____

Secretary: Lesly Carolina Visuet Elizalde

Address: Av. Antonio Dovali Jaime N.70, Torre B, Piso 13 Colonia Zedec Santa Fe, Delegacion Alvaro Obregon, Mexico DF 01210

Treasurer: María Guadalupe Orozco Díaz

Address: Av. Antonio Dovali Jaime N.70, Torre B, Piso 13 Colonia Zedec Santa Fe, Delegacion Alvaro Obregon, Mexico DF 01210

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

13. ______________________
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Chairman Isaías Mejía Talamantes
(Typed or printed name and capacity of person signing application)

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volaris

volaris.com

November 1, 2012.

STATE OF FLORIDA
DEPARTMENT OF THE STATE

Ladies and Gentlemen:

I, the undersigned, General Counsel of Concesionaria Vuela Compañía de Aviación, S.A.P.I. de C.V., ("Volaris"), a company organized and existing under the laws of Mexico, do hereby certify that:

1 Volaris is a limited liability company with variable capital (*sociedad anónima promotora de inversion de capital variable*), duly organized, validly existing and in good standing under the laws of Mexico.

2. As permitted by articles 213 to 221 of the Mexican General Law on Commercial Companies ("GLCC"), Volaris incorporated to its bylaws the possibility of having a variable capital stock, with the sole purpose to allow an increase or decrease in said variable capital stock with fewer formalities than the ones required for increases and decreases in the fixed capital stock, but still subject to the formalities set forth in the aforementioned bylaws.

3. Any increase in the capital stock, either fixed or variable, requires the payment of said capital by a specific person, either natural or a corporation or trust, and by doing so the person who pays the capital will have corporate and economic rights as stated in Volaris bylaws.

It is worth mentioning that most companies organized and existing under the laws of Mexico have a variable capital.

4. As a consequence of the foregoing, to this day, Volaris paid-in fixed capital stock is of $108,910.00 Mexican pesos and the paid-in variable capital stock is of $2,126,954,577.70 Mexican pesos, which together represent Volaris capital stock and limited resources.

I express no opinion as to any laws other that the laws of Mexico.

This opinion is furnished to you solely for your benefit and it is not to be transferred to anyone else nor is it to be relied upon by anyone else or for the purpose or quoted or referred to in any public document or filed with anyone without my prior written consent.

Very truly yours,

Alfonso Ascencio Triujeque
General Counsel

REVISADO POR JURIDICO volaris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1 de noviembre de 2012.

ESTADO DE FLORIDA
DEPARTAMENTO DE ESTADO

Estimados señores:

El suscrito, Director Jurídico de Concesionaria Vuela Compañía de Aviación, S.A.P.I. de C.V., ("Volaris"), una compañía debidamente constituida y existente bajo las leyes de México, certifico que:

1 Volaris es una sociedad anónima promotora de inversión de capital variable, debidamente constituida, válidamente existente y en buen estado bajo las leyes de México.

2. De acuerdo con los establecido en los artículos 213 al 221 de la Ley General de Sociedades Mercantiles ("LGMS"), Volaris incorporó en sus estatutos sociales la posibilidad de tener capital variable, con el único propósito de permitir aumentos y disminuciones en dicho capital con menos formalidades que las requeridas para aumentos y disminuciones en el capital fijo, pero igual sujeto a las formalidades de los referidos estatutos sociales.

3. Cualquier aumento en el capital social, ya sea fijo o variable, requiere el pago de dicho capital por una persona en específico, ya sea física o moral o un fideicomiso, y al hacerlo la persona que realiza el pago tendrá los derechos corporativos y económicos establecidos en los estatutos sociales de Volaris.

Cabe mencionar que la mayoría de las compañías constituidas y existentes bajo las leyes de México tienen un capital variable.

4. Como consecuencia de lo anterior, al día de hoy, Volaris tiene un capital fijo suscrito y pagado por la cantidad de $108,910.00 pesos Mexicanos y un capital variable suscrito y pagado por la cantidad de $2'126,954,577.70, que de manera conjunta conforman el capital social de Volaris y recursos limitados.

No expreso opinión alguna respecto de leyes distintas de las leyes de México.

Esta opinión se expide a ustedes únicamente para su beneficio y no puede ser transferida a terceros ni deberá ser utilizada por terceros ni citada ni referida en documento público alguno o presentada ante alguien sin mi consentimiento previo y por escrito.

Atentamente,

Alfonso Ascencio Triujeque
Director Jurídico

REVISADO POR volaris JURÍDICO