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Florida Department of State

Division of Corporations
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14 JUL 30 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**FOREIGN PROFIT/NONPROFIT CORPORATION
AZUL LINHAS AEREAS BRASILEIRAS S.A. INC.**

Certificate of Status	0
Certified Copy	1
Page Count	19
Estimated Charge	\$78.75

14 JUL 30 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. AZUL LINHAS AEREAS BRASILEIRAS S.A. INC.

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

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

2. BRAZIL

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

3. 98-1177774

(FEL number, if applicable)

4. 07/23/2008

(Date of incorporation)

5. PERPETUAL

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

6. Upon Qualification

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

7. AV. MARCOS PENTEADO DE ULHOA RODRIGUES, 939, 9 ANDAR, TAMBORE, BARUERI, SAO PAULO, 06460-040, BRAZIL

(Principal office address)

1313 PONCE DE LEON BLVD, STE 201 CORAL GABLES FL 33134

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

MANUEL L. RIVERO

Office Address:

1313 PONCE DE LEON BLVD, STE 201

CORAL GABLES

(City)

, Florida

33134

(Zip code)

9. 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)

10. 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.

SECRET
STATE
TALLAHASSEE, FLORIDA

14 JUL 30 AM 7:14

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Antonoaldo Grangeon Trancoso NevesAddress: AV. MARCOS PENTEADO DE ULHOA RODRIGUES, 939, 9 ANDAR
TAMBORE, BARUERI, SAO PAULO, 06460-040, BRAZIL

Vice President: _____

Address: _____

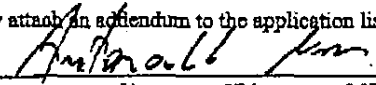
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. 

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.

13. Antonoaldo Grangeon Trancoso Neves

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

14 JUL 30 PM 7:14
SECRETARY OF STATE
TALLAHASSEE FL 32313

FILED

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊSTradução Nº 27172L. 671 Fls. 233-234

I, Manoel Reverendo Vidal Neto, a sworn translator duly accredited by the Board of Trade of the State of São Paulo, Brazil, and authorized by the laws of Brazil to make official translations from the Portuguese into the English language, do hereby certify that on the date hereof a Good Standing Certificate with respect to FGTS-CRF issued to Azul Linhas Aereas Brasileiras S.A. on July 18, 2014 was submitted to me for translation from the Portuguese into the English language, and that I have so translated such document under No. 27172 as follows:

07/18/2014

<https://www.sitg.cajab.gov.br/Empresa/Cof/CofFgeCFStmprintmPapeLsep?VARPessoaMatriz=14637807&VARPessoa=14637807&VARUM=SP&VA>

PRINT BACK

CAIXA - THE FEDERAL SAVINGS BANK

Certificate of Good Standing for FGTS-CRF**Enrollment:** 09296295/0001-60**Name:** AZUL LINHAS AEREAS BRASILEIRAS S.A.**Address:** AV MARCOS PENTEADO DE ULHOA RODRIGUES 939 9 AND ED JATOBA / TAMBORE / BARUERI / SP / 6460-040

Caixa Econômica Federal (*Federal Savings Bank*), in the discharge of its duties under Section 9 of Law 8,036, dated May 11, 1990, hereby certifies that on the date hereof the above mentioned company was in good standing with the Severance Pay Fund (*Fundo de Garantia do Tempo de Serviços - FGTS*).

This Certificate may not be used as proof against collection of contributions and/or charges past due in connection with obligations to FGTS.

Validity: 07/14/2014 to 08/12/2014**Certification Number:** 2014071410595366026434

Information provided on 07/18/2014 at 12:44:52.

Use of this Certificate for applicable legal purposes is contingent on verification of its authenticity on the website of Caixa: www.caixa.gov.br

14 JUL 30 AM 7:14
FILED
SECRETARY OF STATE
FEDERAL SAVINGS BANK

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊS

Tradução Nº 27172

L. 671 Fls. 233-234

The foregoing constitutes the full and true translation of the aforesaid document, which document I have returned to the interested party together with this translation printed in two pages, both of them duly verified, approved and signed by me.

São Paulo, July 21, 2014



Manoel Reverendo Vidal Neto

Emol: R\$ 77,00

Recibo nº 1368-A

18/7/2014 https://www.sitge.caixa.gov.br/Empresa/Crt/CrtFgeCFSimprimirPapel.asp?VARPessoaMatriz=14937907&VARPessoa=14937907&VARUF=SP&VA...

IMPRIMIR VOLTAR



Certificado de Regularidade do FGTS - CRF

Inscrição: 09296295/0001-60
Razão Social: AZUL LINHAS AEREAS BRASILEIRAS SA
Endereço: AV MARCOS PENTEADO DE ULHOA RODRIGUES 939 9 AND ED
JATOBA / TAMBORE / BARUERI / SP / 6460-040

A Caixa Econômica Federal, no uso da atribuição que lhe confere o Art. 7, da Lei 8.036, de 11 de maio de 1990, certifica que, nesta data, a empresa acima identificada encontra-se em situação regular perante o Fundo de Garantia do Tempo de Serviço - FGTS.

O presente Certificado não servirá de prova contra cobrança de quaisquer débitos referentes a contribuições e/ou encargos devidos, decorrentes das obrigações com o FGTS.

Validade: 14/07/2014 a 12/08/2014

Certificação Número: 2014071410595366026434

Informação obtida em 18/07/2014, às 12:44:52.

A utilização deste Certificado para os fins previstos em Lei está condicionada à verificação de autenticidade no site da Caixa:
www.caixa.gov.br

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊSTradução Nº 26753L. 663 FIs. 346-347

I, Manoel Reverendo Vidal Neto, a sworn translator duly accredited by the Board of Trade of the State of São Paulo, Brazil, and authorized by the laws of Brazil to make official translations from the Portuguese into the English language, do hereby certify that on the date hereof a Clearance Certificate with respect to Federal Taxes and Active Assessments by the Federal Government issued to Azul Linhas Aereas Brasileiras S.A. on May 19, 2014 was submitted to me for translation from the Portuguese into the English language, and that I have so translated such document under No. 26753 as follows:

"5/20/2014

MINISTRY OF FINANCE**Office of the Attorney General of the National Treasury****Brazilian Federal Revenue Service****JOINTLY-ISSUED OUTSTANDING DEBT CERTIFICATE
WITH THE EFFECT OF A CLEARANCE CERTIFICATE****WITH RESPECT TO FEDERAL TAXES AND ACTIVE ASSESSMENTS
BY THE FEDERAL GOVERNMENT**

Name: AZUL LINHAS AEREAS BRASILEIRAS S.A.

CNPJ: 09.296.295/0001-60

Without prejudice to the right of the National Treasury to assess and collect any amounts owing by the above-named taxpayer as may be determined hereafter, this is to certify that:

1. certain amounts appear as owing by such taxpayer with respect to taxes administered by the Brazilian Federal Revenue Service (FRS), the collectability of which has been stayed pursuant to Section 151 of Law No. 5,172, dated October 23, 1966 – The Brazilian Tax Code (BTC); and
2. no Active Assessment by the Federal Government appears in the records of the Office of the Attorney General of the National Treasury (AGNT),

As provided in Sections 205 and 206 of BTC, this document is effective as a clearance certificate.

This certificate, issued for the headquarters of the company, is valid for all its branches and refers only to taxpayer status with FRS and AGNT. This certificate does not cover any social

- 1 -

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊS

Tradução Nº 26753

L. 663 Fls. 346-347

security contributions and other contributions payable to third parties as required by law, including Active Assessments made by the National Social Security Institute (NSSI), which must be covered by a specific certificate.

Acceptance of this certificate is contingent on verification of its authenticity online on the websites <<http://www.receita.fazenda.gov.br>> or <<http://www.pgfn.fazenda.gov.br>>.

Certificate issued pursuant to Joint Ordinance AGNT/FRS No. 3, of 05/02/2007.

Issued at 12:41:45 on 05/19/2014 <Brasília time and date>

Valid through 11/15/2014.

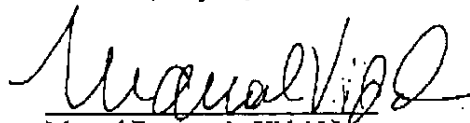
The control code for this certificate is: **E0C2.765A.F8A8.22F0**

This certificate is issued free of charge.

Note: any erasure or amendment will render this document invalid."

The foregoing constitutes the full and true translation of the aforesaid document, which document I have returned to the interested party together with this translation printed in two pages, both of them duly verified, approved and signed by me.

São Paulo, May 22, 2014


Manoel Reverendo Vidal Neto

Emol: R\$ 111,00

Recibo nº 1359-A

20/5/2014



MINISTÉRIO DA FAZENDA
Procuradoria-Geral da Fazenda Nacional
Secretaria da Receita Federal do Brasil

**CERTIDÃO CONJUNTA POSITIVA COM EFEITOS DE NEGATIVA
DE DÉBITOS RELATIVOS AOS TRIBUTOS FEDERAIS E À DÍVIDA ATIVA DA UNIÃO**

Nome: **AZUL LINHAS AEREAS BRASILEIRAS S.A.**
CNPJ: **09.298.295/0001-80**

Ressalvado o direito de a Fazenda Nacional cobrar e inscrever quaisquer dívidas de responsabilidade do sujeito passivo acima identificado que vierem a ser apuradas, é certificado que:

1. constam débitos relativos a tributos administrados pela Secretaria da Receita Federal do Brasil (RFB) com a exigibilidade suspensa, nos termos do art. 151 da Lei nº 5.172, de 25 de outubro de 1966 - Código Tributário Nacional (CTN); e
2. não constam inscrições em Dívida Ativa da União na Procuradoria-Geral da Fazenda Nacional (PGFN).

Conforme disposto nos arts. 205 e 206 do CTN, este documento tem os mesmos efeitos da certidão negativa.

Esta certidão, emitida em nome da matriz e válida para todas as suas filiais, refere-se exclusivamente à situação do sujeito passivo no âmbito da RFB e da PGFN, não abrangendo as contribuições previdenciárias e as contribuições devidas, por lei, a terceiros, inclusive as inscritas em Dívida Ativa do Instituto Nacional do Seguro Social (INSS), objeto de certidão específica.

A aceitação desta certidão está condicionada à verificação de sua autenticidade na Internet, nos endereços <<http://www.receita.fazenda.gov.br>> ou <<http://www.pgfn.fazenda.gov.br>>.

Certidão emitida com base na Portaria Conjunta PGFN/RFB nº 3, de 02/05/2007.

Emitida às 12:41:45 do dia 19/05/2014 <hora e data de Brasília>.

Válida até 15/11/2014.

Código de controle da certidão: **E0C2.765A.F8A8.22F0**

Certidão emitida gratuitamente.

Atenção: qualquer rasura ou emenda invalidará este documento.

MANOEL R. VIDAL NETO	
TRADUTOR JURAMENTADO	
TRAD. N° 26753	LV. N° 663
FLS. N° 346.342	RUBRICA

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊS

Tradução Nº 26752

L. 663 Fls. 344-345

I, Manoel Reverendo Vidal Neto, a sworn translator duly accredited by the Board of Trade of the State of São Paulo, Brazil, and authorized by the laws of Brazil to make official translations from the Portuguese into the English language, do hereby certify that on the date hereof a Clearance Certificate with respect to Social Security and Third-Party Contributions issued to Azul Linhas Aereas Brasileiras S.A. on February 14, 2014 was submitted to me for translation from the Portuguese into the English language, and that I have so translated such document under No. 26752 as follows:

"5/20/2014

Search for Clearance Certificate

MINISTRY OF FINANCE
Brazilian Federal Revenue Service

OUTSTANDING DEBT CERTIFICATE
WITH THE EFFECT OF A CLEARANCE CERTIFICATE

WITH RESPECT TO SOCIAL SECURITY AND THIRD-PARTY CONTRIBUTIONS

No. 037062014-88888295

Name: AZUL LINHAS AEREAS BRASILEIRAS S.A.

CNPJ: 09,296,295/0001-60

Without prejudice to the right of the National Treasury to assess and collect any amounts owing by the above-named taxpayer as may be determined hereafter, this is to certify that on the date hereof certain amounts appear as owing by such taxpayer, the collectability of which has been stayed pursuant to Section 151 of Law No. 5,172, dated October 25, 1966 – The Brazilian Tax Code (BTC).

This certificate, issued for the headquarters of the company, is valid for all its branches and refers only to social security contributions and contributions payable to third parties as required by law, including any Active Assessments (AA) made by the Brazilian Federal Government. This certificate does not cover any other taxes administered by the Brazilian Federal Revenue Service (FRS) or any amounts entered as AA that are administered by the Office of the Attorney General of the Brazilian National Treasury (AGNT), which must be covered by a jointly-issued AGNT/FRS Certificate.

As provided in Sections 205 and 206 of BTC, this document is effective as a clearance certificate.

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊS

Tradução Nº 26752

L. 663 Fls. 344-345

This certificate is valid for the purposes mentioned in Section 46 of Law No. 8,212, dated July 24, 1991, except for:

- recordation of construction works with the Real Estate Registry;
- reduction of capital stock, transfer of controlling interest in a limited liability company, full or partial spin-off, consolidation, merger or conversion of a business or other company or entity;
- deregistration of an individual or business firm, as defined in Section 931 of Law No. 10,406, dated January 10, 2002 – the Brazilian Civil Code, termination of a business or other company or entity.

Acceptance of this certificate is restricted to the purposes for which it is issued and is contingent on verification of its authenticity online on the website <<http://www.receita.fazenda.gov.br>>

Certificate issued pursuant to Joint Ordinance AGNT/FRS No. 1, of January 20, 2010.

Issued on 02/14/2014

Valid through 08/13/2014.

This certificate is issued free of charge.

Note: any erasure or amendment will render this document invalid.

<http://www3.dataprev.gov.br/cws/contexto/cnd/cnd.html>

The foregoing constitutes the full and true translation of the aforesaid document, which document I have returned to the interested party together with this translation printed in two pages, both of them duly verified, approved and signed by me.

São Paulo, May 22, 2014



Manoel Reverendo Vidal Neto

Emol: R\$ 130,00

Recibo nº 1359-A

20/5/2014

Consulta à Certidão Negativa de Débito



MINISTÉRIO DA FAZENDA
Secretaria da Receita Federal do Brasil

**CERTIDÃO POSITIVA COM EFEITOS DE NEGATIVA
DE DÉBITOS RELATIVOS ÀS CONTRIBUIÇÕES PREVIDENCIÁRIAS E
ÀS DE TERCEIROS**

Nº 037062014-88888295

Nome: AZUL LINHAS AEREAS BRASILEIRAS S.A.

CNPJ: 09.286.295/0001-60

Ressalvado o direito de a Fazenda Nacional cobrar e inscrever quaisquer dívidas de responsabilidade do sujeito passivo acima identificado que vierem a ser apuradas, é certificado que constam em seu nome, nesta data, débitos com exigibilidade suspensa, nos termos do art. 151 da Lei nº. 5.172, de 25 de outubro de 1986 - Código Tributário Nacional (CTN).

Esta certidão, emitida em nome da matriz e válida para todas as suas filiais, refere-se exclusivamente às contribuições previdenciárias e às contribuições devidas, por lei, a terceiros, inclusive às inscritas em Dívida Ativa da União (DAU), não abrangendo os demais tributos administrados pela Secretaria da Receita Federal do Brasil (RFB) e as demais inscrições em DAU, administradas pela Procuradoria-Geral da Fazenda Nacional (PGFN), objeto de Certidão Conjunta PGFN/RFB.

Conforme disposto nos arts. 205 e 206 do CTN, este documento tem os mesmos efeitos da certidão negativa.

Esta certidão é válida para as finalidades previstas no art. 47 da Lei nº 8.212, de 24 de Julho de 1991, exceto para:

- averbação de obra de construção civil no Registro de Imóveis;
- redução de capital social, transferência de controle de cotas de sociedade limitada, cisão total ou parcial, fusão, incorporação, ou transformação de entidade ou de sociedade empresária ou simples;
- baixa de firma individual ou de empresário, conforme definido pelo art. 931 da Lei nº. 10.406, de 10 de Janeiro de 2002 - Código Civil, extinção de entidade ou sociedade empresária ou simples.

A aceitação desta certidão está condicionada à finalidade para a qual foi emitida e à verificação de sua autenticidade na Internet, no endereço <<http://www.receita.fazenda.gov.br>>

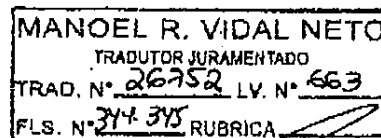
Certidão emitida com base na Portaria Conjunta PGFN/RFB nº 01, de 20 de Janeiro de 2010.

Emitida em 14/02/2014

Válida até 13/08/2014.

Certidão emitida gratuitamente.

Atenção: qualquer rasura ou emenda invalidará este documento.



MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊSTradução Nº 26755L. 663 Fls. 350-353

I, Manoel Reverendo Vidal Neto, a sworn translator duly accredited by the Board of Trade of the State of São Paulo, Brazil, and authorized by the laws of Brazil to make official translations from the Portuguese into the English language, do hereby certify that on the date hereof a Short-Form Certificate issued by the Board of Trade of São Paulo with respect to Azul Linhas Aereas Brasileiras S.A., on May 20, 2014, was submitted to me for translation from the Portuguese into the English language, and that I have so translated such document under No. 26755 as follows:

"GOVERNMENT OF THE STATE OF SÃO PAULO
SECRETARIAT OF ECONOMIC DEVELOPMENT, SCIENCE AND TECHNOLOGY
BOARD OF TRADE OF THE STATE OF SÃO PAULO

SHORT-FORM CERTIFICATE

IN THIS SHORT-FORM CERTIFICATE, THE DATA IN THE SECTIONS "COMPANY," "CAPITAL," "ADDRESS," "PURPOSES" AND "OWNER/SHAREHOLDERS/OFFICERS" REFER TO THE CURRENT SITUATION OF THE COMPANY, AS OF THE ISSUE DATE OF THIS CERTIFICATE.

A SUMMARY OF THE FIVE MOST RECENT FILINGS MADE, IF ANY, CAN BE FOUND BELOW.

THE GENUINENESS OF THIS SHORT-FORM CERTIFICATE MAY BE VERIFIED ON THE WEBSITE WWW.JUCESPONLINE.SP.GOV.BR BY ENTERING THE CERTIFICATION CODE MENTIONED AT THE END OF THIS DOCUMENT.

FOR A FULL HISTORY OF THE COMPANY, PLEASE REFER TO A LONG-FORM CERTIFICATE.

COMPANY		
AZUL LINHAS AEREAS BRASILEIRAS S.A.		
		COMPANY TYPE: CORPORATION
NIRE REGISTERED OFFICE	ORGANIZED ON	ISSUED ON
35300359534	07/23/2008	05/20/2014 AT 11:31:48
START-UP ON	CNPJ	STATE ENROLLMENT
03/11/2008	09,296,293/0001-60	
CAPITAL		
TWO HUNDRED SIXTY MILLION, EIGHT HUNDRED NINE THOUSAND, SIX HUNDRED BRAZILIAN REALS (BRL 260,809,600.00)		
ADDRESS		
STREET: AVENIDA DOUTOR MARCOS PENTEADO DE ULHOA		NUMBER: 939
DISTRICT: TAMBORE		OTHER: 9 ANDAR-EDIF

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊSTradução Nº 26755L. 663 Fls. 350-353

MUNICIPALITY: BARUERI	CEP: 06460-040	STATE: SP
PURPOSES OF THE FILING		
SCHEDULED AIR TRANSPORTATION OF PASSENGERS		
OWNER/MEMBERS/OFFICERS		
DAVID GARY NEELEMAN, A BRAZILIAN CITIZEN, CPF: 744,573,731-68, RG/RNE: 530312736 - SP, RESIDING AT AVENIDA DOUTOR MARCOS PENTEADO DE ULHOA, 939, 9 ANDAR-EDIF. TAMBORE, BARUERI - SP, CEP 06460-040, AS CHIEF EXECUTIVE OFFICER.		
FIVE MOST RECENT FILINGS		
DOC. NUMBER: 131,793/14-7 SESSION: 04/09/2014 FILING OF SPECIAL SHAREHOLDERS' MEETING DATED 03/27/2014, WHICH TOOK ACTION ON ISSUANCE OF INTERNATIONAL BANK CREDIT NOTE N AGE710188/1 BY THE COMPANY TO ITAU UNIBANCO S.A. - NASSAU BRANCH, IN THE AMOUNT OF US\$26,087,000.00 CORRECTION OF CNPJ 09.296.295/0001-60		
DOC. NUMBER: 141,151/14-6 SESSION: 04/16/2014 FILING OF SPECIAL SHAREHOLDERS' MEETING DATED 03/31/2014, WHICH TOOK ACTION ON ISSUANCE OF A BANK CREDIT NOTE TO BANCO SAFRA S.A. AND EXECUTION OF A SWAP TRANSACTION WITH A BASE AMOUNT OF BRL 50,000,000.00.		
DOC. NUMBER: 141,152/14-0 SESSION: 04/16/2014 FILING OF MINUTES DATED 03/28/2014, SPECIAL SHAREHOLDERS' MEETING ADDRESS OF BRANCH OFFICE PROVISIONAL NIRE 31999187916, LOCATED AT AVENIDA MINISTRO OLAVO DRUMMOND, S/N, SAO GERALDO, ARAXA - MG, CEP 38180-129, RELOCATED TO AVENIDA MINISTRO OLAVO DRUMMOND, 2100, AEROPORTO, ARAXA - MG, CEP 38180-400, AS PER SPECIAL SHAREHOLDERS' MEETING DATED 03/28/2014.		
ADDRESS OF BRANCH OFFICE PROVISIONAL NIRE 31999128324, LOCATED AT PRACA DE BAGATTE, 204, AER. DE B.H - C, PAMPULHA, BELO HORIZONTE - MG, CEP 31270-700, RELOCATED TO RUA HANGARES, DOS, S/N, ITAPOA, BELO HORIZONTE - MG, CEP 31710-410, AS PER SPECIAL SHAREHOLDERS' MEETING DATED 03/28/2014.		
ADDRESS OF BRANCH OFFICE NIRE 31901960778, LOCATED AT RODOVIA MG 010, KM, CONFINS - MG, CEP 33500-000, RELOCATED TO AVENIDA PORTUGAL, 5139, ITAPOA, BELO HORIZONTE - MG, CEP 31710-400 DATED 03/28/2014.		
DOC. NUMBER: 141,153/14-3 SESSION: 04/16/2014 FILING OF SPECIAL SHAREHOLDERS' MEETING DATED 03/31/2014 WHICH TOOK ACTION ON EXECUTION OF A CREDIT AGREEMENT BETWEEN THE COMPANY AND CITIBANK, N.A., WITH AZUL S.A. AS A THIRD-PARTY GUARANTOR, IN ORDER TO PROVIDE FOR A LOAN FACILITY IN THE AGGREGATE AMOUNT OF US\$39,595,248.57; EXECUTION OF SWAP TRANSACTION WITH A BASE AMOUNT OF BRL90,000,000.00 UNDER A SWAP AND OTHER DERIVATIVES AGREEMENT BETWEEN THE COMPANY AND CITIBANK, N.A. - BRAZILIAN BRANCH, BANCO CITIBANK S.A. AND AZUL S.A., AS A THIRD-PARTY GUARANTOR.		
DOC. NUMBER: 190,124/14-3 SESSION: 05/14/2014 D.C.I. (DIARIO COMERCIO E INDUSTRIA), OF 04/29/2014; PUBLICATION OF MINUTES OF SPECIAL SHAREHOLDERS' MEETING DATED 02/26/2014.		
DOC. NUMBER: 720-1/000 SESSION: 06/14/2011 DEBENTURE INDENTURE ISSUED ON 06/15/2011 WITH A MATURITY DATE OF 06/15/2014.		

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

INGLÊSTradução Nº 26755L. 663 Fls. 350-353

REGISTERED, NONCONVERTIBLE, UNSECURED, TRUSTEE PLANNER TRUSTEE DTVM LTDA., IN THE AMOUNT OF \$ 300,000,000.00 (THREE HUNDRED MILLION BRAZILIAN REALS), WITH A VALUE OF \$ 1,000,000.00 (ONE MILLION BRAZILIAN REALS) EACH, WITH A TOTAL OF 300 INSTRUMENTS.

DOC. NUMBER: : 003-0/000 SESSION: 09/18/2012

DEBENTURE INDENTURE ISSUED ON 09/25/2012 WITH A MATURITY DATE OF 09/25/2015, REGISTERED, NONCONVERTIBLE, UNSECURED, TRUSTEE PLANNER TRUSTEE DTVM LTDA., IN THE AMOUNT OF \$ 100,000,000.00 (ONE HUNDRED MILLION BRAZILIAN REALS), WITH A VALUE OF \$ 1,000,000.00 (ONE MILLION BRAZILIAN REALS) EACH, WITH A TOTAL OF 100 INSTRUMENTS.

DOC. NUMBER: : 178-2/000 SESSION: 06/07/2013

DEBENTURE INDENTURE ISSUED ON 05/27/2013 WITH A MATURITY DATE OF 01/27/2016, REGISTERED, NONCONVERTIBLE, UNSECURED, TRUSTEE PLANNER TRUSTEE DTVM LTDA., IN THE AMOUNT OF \$ 300,000,000.00 (THREE HUNDRED MILLION BRAZILIAN REALS), WITH A VALUE OF \$ 10,000.00 (TEN THOUSAND BRAZILIAN REALS) EACH, WITH A TOTAL OF 30,000 INSTRUMENTS.

DOC. NUMBER: : 365-1/000 SESSION: 03/07/2014

DEBENTURE INDENTURE ISSUED ON 02/28/2014 WITH A MATURITY DATE OF 06/28/2017, REGISTERED, NONCONVERTIBLE, SECURED, TRUSTEE OLIVEIRA TRUST DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIO, IN THE AMOUNT OF \$ 105,000,000.00 (ONE HUNDRED FIVE MILLION BRAZILIAN REALS), WITH A VALUE OF \$ 1,000,000.00 (ONE MILLION BRAZILIAN REALS) EACH, WITH A TOTAL OF 105 INSTRUMENTS.

REMARKS

DOC. NUMBER: 310,113/10-6 SESSION: 08/26/2010

B.A. = 1,051,623/10-8 OF 08/26/2010. BASIS: FAILURE TO PUNCH DOCUMENT.

OPINION OF ADVISOR: ON 09/17/2010 FAILURE WAS CORRECTED AND DOCUMENT WAS PUNCHED WITH THE DATE OF 08/26/2010; FILING CONFIRMED.

DOC. NUMBER: 325,312/11-4 SESSION: 08/10/2011

B.A. = 1,051,832/11-1 OF 08/10/2011. BASIS: NIRE REPORTED AS 31999157499 DOES NOT CORRESPOND TO STATE OF RIO GRANDE DO SUL.

OPINION OF ADVISOR: ON 10/07/2011 SAID IRREGULARITY WAS CORRECTED BY AN INSTRUMENT OF CORRECTION AND RATIFICATION FILED UNDER NO. 341,705/11-1; FILING CONFIRMED.

END OF INFORMATION FOR NIRE: 35300359534
MOST RECENT UPDATE OF DATABASE: 05/19/2014

This Short-Form Certificate issued to JULIA ALMEIDA SHIMIZU: 33816598803

JUCESP - Official Press - Certification Seal - [Certification: 43032596] - Board of Trade of the State of São Paulo - www.jucesp-online.sp.gov.br.

Certification signature by JUNTA COMERCIAL DO ESTADO DE SAO PAULO <autenticajucesp@jucesp.sp.gov.br>, Validity Unknown

Signed by: JUNTA COMERCIAL DO ESTADO DE SAO PAULO

Date: 0520/2014 11:31:48-03:00

Reason: Certification of Short-Form Certificate

Place: São Paulo

This document is provided free of charge and may not be sold. NIRE: 35300359534

Page 3 of 3."

JUL/30/2014/WED 12:23 PM

FAX No.

P.016/019

MANOEL REVERENDO VIDAL NETO

Tradutor Público Juramentado e Intérprete Comercial

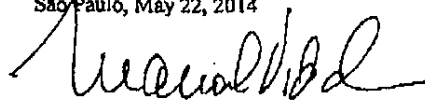
INGLÊS

Tradução Nº 26755

L. 663 Fla. 350-353

The foregoing constitutes the full and true translation of the aforesaid document, which document I have returned to the interested party together with this translation printed in four pages, all of them duly verified, approved and signed by me.

São Paulo, May 22, 2014



Manoel Reverendo Vidal Neto

Emol: BRL 284,00

Recibo nº 1359-A



GOVERNO DO ESTADO DE SÃO PAULO
SECRETARIA DE DESENVOLVIMENTO ECONÔMICO, CIÊNCIA E TECNOLOGIA
JUNTA COMERCIAL DO ESTADO DE SÃO PAULO

FICHA CADASTRAL SIMPLIFICADA

NESTA FICHA CADASTRAL SIMPLIFICADA, AS INFORMAÇÕES DOS QUADROS "EMPRESA", "CAPITAL", "ENDEREÇO", "OBJETO SOCIAL" E "TITULAR/SÓCIOS/DIRETORIA" REFEREM-SE À SITUAÇÃO ATUAL DA EMPRESA, NA DATA DE EMISSÃO DESTES DOCUMENTOS.

A SEGUIR, SÃO INFORMADOS OS EXTRATOS DOS CINCO ÚLTIMOS ARQUIVAMENTOS REALIZADOS, SE HOUVER.

A AUTENTICIDADE DESTA FICHA CADASTRAL SIMPLIFICADA PODERÁ SER CONSULTADA NO SITE WWW.JUCESPONLINE.SP.GOV.BR, MEDIANTE O CÓDIGO DE AUTENTICIDADE INFORMADO AO FINAL DESTES DOCUMENTOS.

PARA OBTER O HISTÓRICO COMPLETO DA EMPRESA, CONSULTE A FICHA CADASTRAL COMPLETA.

EMPRESA		
AZUL LINHAS AERÉAS BRASILEIRAS S.A.		
		TIPO: SOCIEDADE POR AÇÕES
NIRE MATRIZ	DATA DA CONSTITUIÇÃO	EMIÇÃO
35300359534	23/07/2008	20/05/2014 11:31:48
INÍCIO DE ATIVIDADE	CNPJ	INSCRIÇÃO ESTADUAL
11/03/2008	09.296.295/0001-80	

VALORES
R\$ 260.809.600,00 (DUZENTOS E SESENTA MILHÕES, OITOCENTOS E NOVE MIL, SEISCENTOS REAIS)

ENDEREÇO	
LOGRADOURO: AVENIDA DOUTOR MARCOS PENTEADO DE ULHOA	NÚMERO: 939
BAIRRO: TAMBORE	COMPLEMENTO: 8 ANDAR-EDIF.
MUNICÍPIO: BARUERI	CEP: 06460-040 UF: SP

OBJETO SOCIAL
TRANSPORTE AÉREO DE PASSAGEIROS REGULAR

TITULAR/SÓCIOS/DIRETORIA
DAVID GARY NEELEMAN, NACIONALIDADE BRASILEIRA, CPF: 744.573.731-68, RG/RNE: 530312736 - SP, RESIDENTE À AVENIDA DOUTOR MARCOS PENTEADO DE ULHOA, 939, 8 ANDAR-EDIF., TAMBORE, BARUERI - SP, CEP 06460-040, NA SITUAÇÃO DE DIRETOR PRESIDENTE.

EXTRATOS ARQUIVAMENTOS
NUM.DOC: 131.763/14-7 SESSÃO: 09/04/2014
ARQUIVAMENTO DE A.G.E., DATADA DE: 27/03/2014. DELIBEROU SOBRE: A EMISSÃO DA CÉDULA DE CRÉDITO BANCÁRIO INTERNACIONAL N.º AGE710188/1 PELA COMPANHIA, EM FAVOR DO ITAU UNIBANCO S.A. - NASSAU BRANCH, NO VALOR DE US\$26.087.000,00
CORREÇÃO DE CNPJ 09.296.295/0001-80
NUM.DOC: 141.151/14-8 SESSÃO: 16/04/2014

ARQUIVAMENTO DE A.G.E., DATADA DE: 31/03/2014. APROVAR A EMISSAO DA CEDULA DE CREDITO BANCARIO, EM FAVOR DO BANCO SAFRA S.A.; A CONTRATAÇÃO DE OPERAÇÃO DE SWAP COM VALOR BASE DE R\$ 50.000.000,00.	
NUM.DOC: 141.162/14-0	SESSÃO: 16/04/2014
ARQUIVAMENTO DE A.G.E., DATA DE: 28/03/2014. ATA DE ASSEMBLÉIA GERAL EXTRAORDINÁRIA	
ENDEREÇO DA FILIAL NIRE PROVISÓRIO 31999187516, SITUADA À AVENIDA MINISTRO OLAVO DRUMMOND, S/N, SAO GERALDO, ARAXA - MG, CEP 38180-129. ALTERADO PARA AVENIDA MINISTRO OLAVO DRUMMOND, 2100, AEROPORTO, ARAXA - MG, CEP 38180-400. CONFORME A.G.E., DATADA DE: 28/03/2014.	
ENDEREÇO DA FILIAL NIRE PROVISÓRIO 31999128324, SITUADA À PRACA DE BAGATTE, 204, AER. DE B.H - C, PAMPULHA, BELO HORIZONTE - MG, CEP 31270-700. ALTERADO PARA RUA HANGARES, DOS, S/N, ITAPOA, BELO HORIZONTE - MG, CEP 31710-410. CONFORME A.G.E., DATADA DE: 28/03/2014.	
ENDEREÇO DA FILIAL NIRE 31901980778, SITUADA À RODOVIA MG 010, KM, CONFINS - MG, CEP 33500-000. ALTERADO PARA AVENIDA PORTUGAL, 5139, ITAPOA, BELO HORIZONTE - MG, CEP 31710-400. CONFORME A.G.E., DATADA DE: 28/03/2014.	
NUM.DOC: 141.163/14-3	SESSÃO: 16/04/2014
ARQUIVAMENTO DE A.G.E., DATA DE: 31/03/2014. DELIBEROU SOBRE : A CELEBRAÇÃO DO CREDIT AGREEMENT ENTRE A COMPANHIA E O CITIBANK,N.A, TENDO A AZUL S.A COMO TERCEIRO GARANTIDOR, COM O OBJETIVO DE CONTRATAR UM EMPRESTIMO NO MONTANTE TOTAL DE US\$39.596.248,57 A CONTRATAÇÃO DE OPERAÇÃO DE SWAP CO VALOR BASE DE R\$90.000.000,00 SOB O INSTRUMENTO PARTICULAR DE CONTRATO PARA REALIZAÇÃO DE OPERAÇÕES DE SWAP E OUTRAS DO MERCADO DE DERIVATIVOS E OUTRAS AVENCAS,CELEBRADO ENTRE A COMPANHIA, CITIBANK,N.A-FILIAL BRASILEIRA, BANCO CITIBANK S.A E AZUL S.A NA QUALIDADE DE TERCEIRO GARANTIDOR	
NUM.DOC: 190.124/14-3	SESSÃO: 14/05/2014
D.C.I. (DIARIO COMERCIO E INDUSTRIA), DE 29/04/2014. PUBLICOU ATA: A.G.E. EM : 26/02/2014	
NUM.DOC: 720-1/000	SESSÃO: 14/06/2011
ESCRITURA DE DEBENTURE EMITIDA EM 15/06/2011, COM VENCIMENTO EM 15/06/2014, NOMINATIVA, NÃO CONVERSIVEL, SEM PREFERENCIA, AGENTE FIDUCIARIO PLANNER TRUSTEE DTVM LTDA., COM MONTANTE DE \$ 300.000.000,00 (TREZENTOS MILHÕES DE REAIS), COM VALOR UNITARIO DE \$ 1.000.000,00 (UM MILHÃO DE REAIS), TOTAL DE TÍTULOS IGUAL A: 300.	
NUM.DOC: 003-0/000	SESSÃO: 15/08/2012
ESCRITURA DE DEBENTURE EMITIDA EM 25/08/2012, COM VENCIMENTO EM 25/08/2015, NOMINATIVA, NÃO CONVERSIVEL, SEM PREFERENCIA, AGENTE FIDUCIARIO PLANNER TRUSTEE DTVM LTDA, COM MONTANTE DE \$ 100.000.000,00 (CEM MILHÕES DE REAIS), COM VALOR UNITARIO DE \$ 1.000.000,00 (UM MILHÃO DE REAIS), TOTAL DE TÍTULOS IGUAL A: 100.	
NUM.DOC: 178-2/000	SESSÃO: 07/06/2013
ESCRITURA DE DEBENTURE EMITIDA EM 27/05/2013, COM VENCIMENTO EM 27/01/2016, NOMINATIVA, NÃO CONVERSIVEL, SEM PREFERENCIA, AGENTE FIDUCIARIO PLANNER TRUSTEE DTVM LTDA, COM MONTANTE DE \$ 300.000.000,00 (TREZENTOS MILHÕES DE REAIS), COM VALOR UNITARIO DE \$ 10.000,00 (DEZ MIL REAIS), TOTAL DE TÍTULOS IGUAL A: 30000.	
NUM.DOC: 365-1/000	SESSÃO: 07/03/2014
ESCRITURA DE DEBENTURE EMITIDA EM 28/02/2014, COM VENCIMENTO EM 28/08/2017, NOMINATIVA, NÃO CONVERSIVEL, GARANTIA REAL, AGENTE FIDUCIARIO OLIVEIRA TRUST DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIO, COM MONTANTE DE \$ 105.000.000,00 (CENTO E CINCO MILHÕES DE REAIS), COM VALOR UNITARIO DE \$ 1.000.000,00 (UM MILHÃO DE REAIS), TOTAL DE TÍTULOS IGUAL A: 105.	

RESERVAÇÃO	
NUM.DOC: 310.113/10-6	SESSÃO: 26/08/2010
B.A. = 1.051.823/10-8. DE 26/08/2010. FUNDAMENTO: FALTA PERFURAÇÃO NO DOCUMENTO..	
PARECER DO(A) ASSESSORIA: EM 17/09/2010, SANADA A IRREGULARIDADE FEITA A PERFURAÇÃO NO DOCUMENTO COM A DATA DE 26/08/2010, MANTIDO O ARQUIVAMENTO..	
NUM.DOC: 325.312/11-4	SESSÃO: 10/08/2011
B.A. = 1.051.832/11-1. DE 10/08/2011. FUNDAMENTO: NIRE INFORMADO 31999157499, NAO PERTENCE AO ESTADO DO RIO GRANDE DO SUL..	
PARECER DO(A) ASSESSORIA: EM 07/10/2011 SANADA A IRREGULARIDADE SUPRA, ATRAVES DE INSTRUMENTO DE RE-RATIFICAÇÃO REGISTRADA SOB O N 341.705/11-1. MANTENHA-SE O ARQUIVAMENTO..	

JUL/30/2014/WED 12:25 PM

FAX No.

P. 019/019

FIM DAS INFORMAÇÕES PARA NIRE: 36300368634
DATA DA ÚLTIMA ATUALIZAÇÃO DA BASE DE DADOS: 18/08/2014



Ficha Cadastral Simplificada certificada para JULIA ALMEIDA SHIMIZU:36300368634
(Autenticidade: 45032598) - Junta Comercial do Estado de São Paulo - www.jucesponline.sp.gov.br

Assinado digitalmente por JUNTA COMERCIAL DO ESTADO DE SÃO PAULO
Assinado por: JUNTA COMERCIAL DO ESTADO DE
SÃO PAULO
Data: 20/08/2014 11:31:02
Motivo: Autenticação da Ficha Cadastral Simplificada
Localização: São Paulo