

848 Brickell Avenue, Suite 220
Miami, Florida 33131, USA
Phone: 1-305-379-5440 Fax: 1-305-379-5350

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. ARONEM AIR CARGO, 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.)
2. ECUADOR
(State or country under the law of which it is incorporated)
3. N/A
(FBI number, if applicable)
4. May 30, 1995
(Date of Incorporation)
5. 2045
(Duration: Year corp. will cease to exist or "perpetual")
6. 8/1/1995 (will commence)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 848 Brickell Avenue, Suite 220, Miami, Florida 33131

(Current mailing address)

8. Cargo Airline Operation between Ecuador and Miami, Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: VALERIA KASSANDRAS

Office Address: 848 Brickell Ave. #220

Miami

, Florida, 33131
(Zip Code)

10. Registered agent's acceptance:

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

[Signature]
(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.

FILED
95 JUL 27 PM 5:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: EDUARDO MORALES MEJIA

Address: Av. Amazonas 1671, Suite 602, Quito-Ecuador

Vice Chairman: Dr. Neptali Flores Flores

Address: Av. Amazonas 1671, Suite 602, Quito-Ecuador

Director: Valeria Kassandras

Address: 848 Brickell Avenue, Suite 220, Miami, Fl 33131

Director: Capt. Carlos A. Gamundi

Address: 848 Brickell Avenue, Suite 220, Miami, Fl 33131

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Eduardo Morales Mejia

Address: Av. Amazonas 1671, Suite 602, Quito-Ecuador

Vice President: Dr. Neptali Flores Flores

Address: Av. Amazonas 1671, Suite 602, Quito-Ecuador

Secretary: Valeria Kassandras

Address: 848 Brickell Avenue, Suite 220, Miami, Fl 33131

Treasurer: Valeria Kassandras

Address: 848 Brickell Avenue, Suite 220, Miami, Fl 33131

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Valeria Kassandras/Director/Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
JUL 27 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPUBLICA DEL ECUADOR

SUPERINTENDENCIA DE COMPAÑIAS

Superintendencia de Compañías
Registro de Sociedades - Centro de Computo
Informe de Registro y Actualización de Compañías

Datos Generales

Explota: 49033 Año Const: 95 Tipo: ANONIMA Estados:
Denominación: FERROVIAS NACIONALES ECUATORIANAS MANANTIAS, ARONEN AIR CARGO S.A.
CAPITAL A LA FECHA: 1.000.000.000 NACIONALIDAD: ECUADOR
Domicilio Legal
Provincia: PICHINCHA Cantón: QUITO Ciudad: QUITO
Domicilio Postal
Provincia: PICHINCHA Cantón: QUITO Ciudad: QUITO
Dirección: AMANUAS Número: 1671 Teléfono:
Fax: 000000 Casilla:
R.U.C.: 1791293479001 C.I.U.: 7131 Fecha de vencimiento: 14/06/2045 (D/M/A)

Datos Particulares

	Número	Fecha (da)	Provincia	Cantón
NOTARIA:	5	30/05/95	PICHINCHA	QUITO
RESOLUCION:	1928	12/06/95		
REGISTRO MERCANTIL:	1674-126	14/06/95	PICHINCHA	QUITO
REG. DE SOCIEDADES:		03/07/95		
PUBLICACION:	EL UNIVERSO	30/06/95		

Acto Jurídico: CONSTITUCION

Objeto Social: TRANSPORTE AEREO DE CARGA

Nombre: MORALES MEJIA EDUARDO

Art. 1 21

Cargo: PRES. EJTV

Fecha: 28/06/95 AM/1

REG MER NUM.

4072

CAP SUSCRITO: 1.000.000.000 CAP AUTORIZADO:

VAL ACCION:

1.000.000

CUADRO INTEGRACION DE CAPITAL EN MILES DE SUYES

	EQUATORIANA	EXT RESIDENTE	SUBREGIONAL	EXT DIRECTA
CAPITAL				
SUSCRITO	1.000.000			
PAGADO	1.000.000			
NUMERARIO	1.000.000			
ESPECIES				
A PAGAR				

Acto Jurídico: APERTURA DE SUCURSA

Observaciones: EN GUAYABUIL MANTA LATACUNGA ESMERALDAS

FECHA DE EMISION: 07/07/95

DIRECCION DE REGISTRO DE SOCIEDADES

ADVERTENCIA: CUALQUIER ALTERACION AL TEXTO DEL PRESENTE DOCUMENTO COMO SUPRESIONES,
ANADIDURAS, ABBREVIATURAS, BORRONES O TESTADURAS, ETC LO INVALIDAN.

TRANSLATION

REPUBLIC OF ECUADOR

DIVISION OF CORPORATIONS

Division of Corporations
Companies' Registry - Computer Department
Information about Registration and Records Update

General Information

File #: 49033 Year of Incorporation: 95 Type: Anonyme State:
Name: AEROVIAS NACIONALES ECUATORIANAS MANABITAS, ARONEM AIR CARGO,
S.A.

CAPITAL TO DATE: 1,000,000,000.00 NATIONALITY: ECUADOR

LEGAL ADDRESS:

PROVINCE: PICHINCHA CANTON: QUITO CITY: QUITO

POSTAL ADDRESS:

PROVINCE: PICHINCHA CANTON: QUITO CITY: QUITO
ADDRESS: AMAZONAS NUMBER: 1671 PHONE:
FAX: 000000 P.O. BOX:
R.U.C. 1791293479001 CIU 7131 MATURITY DATE: 14/06/2045(D/M/A)

ADDITIONAL INFORMATION:

	NUMBER	FOLIO	DATE(DMA)	PROVINCE	CANTON
NOTARY:	5		30/05/95	PICHINCHA	QUITO
RESOLUTION	1928		12/06/95		
REGISTRY	1674	126	14/06/95	PICHINCHA	QUITO
REGISTRY OF					
COMPANIES			03/07/95		
PUBLISHED	EL UNIVERSO		30/06/95		

JUDICIAL ACT: CONSTITUTION

PURPOSE: AIR CARGO TRANSPORT
NAME: MORALES MEJIA EDUARDO
POSITION: EXECUTIVE PRESIDENT

ARTICLE 21
DATE: 28/06/95 A/M/D

MY COMMISSION EXPIRES:
SILVIA FERNANDEZ
Notary Public, State of Florida
My Comm. Expires Sept. 23, 1995
No. C0145391

Silvia Fernandez
NOTARY PUBLIC State of Florida in
Large

1995.
SWORN TO AND SUBSCRIBED before me, at Miami, Florida, this 24 day of July,
1995.
I D: # 016 35-109-27-842-0
D-114285 7152133

Christina Martinez
CHRISTINA MARTINEZ

I, CHRISTINA MARTINEZ, hereby certify that the attached is a true and exact translation into English of the document(s) attached hereto, consisting of one page, and that I am competent and qualified to effect such translation.

COUNTY OF DADE

STATE OF FLORIDA

UNTIL HERE THE TRANSLATION.

WARNING: ANY ALTERATION TO THE ABOVE TEXT, SUCH AS OMISSIONS, ADDITIONS, ABBREVIATIONS, ERASURES, ETC. WILL VOID SAME.

DIRECTOR OF COMPANIES' REGISTRY
THERE IS A SIGNATURE

ISSUE DATE: 07/07/95

OBSERVATIONS: IN GUAYAQUIL MANTA LATACUNGA ESMERALDAS

JUDICIAL ACT: OPENING OF BRANCHES

TO PAY

DOC. STAMPS

NUMERARY:

1,000,000,000.00

1,000,000,000.00

1,000,000,000.00

SUBSCRIBED

CAPITAL

ECUADORIAN

FOREIGN

SUBREGIONAL

DIRECT

TABLE OF SUBSCRIPTION OF CAPITAL IN THOUSAND OF SURES

PAR VALUE:

1,000,000

SUBSCRIBED CAPITAL:

1,000,000,000.00

AUTHORIZED CAPITAL:

4072