

Document Number Only

F960000002752

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Ecuatoriana De Aviacion S.A., Inc.

English Translation: Ecuadoran Airlines S.A., Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merge

☐ Mark

☐ Other

☐ Change of F.A.

☐ Fictitious Name Filing

☐ After 4:30

☒ Pick Up

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

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W.P. Verifier

6/03

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. ECUATORIANA DE AVIACION S.A., 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. Republic of Ecuador
(State or country under the law of which it is incorporated)
3. 59-2456783 -
(FEI number, if applicable)
4. JUNE 7th 1995
(Date of Incorporation)
5. 2045
(Duration: Year corp. will cease to exist or "perpetual")
6. Since the date of incorporation, the corporation has not engaged in any activity in
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.)) Florida.
7. Calle Reina Victoria y Av. Colón - Edificio Torres de Almagro
Apartado 9475 Quito - Ecuador
(Current mailing address)
8. Foreign air transportation of persons, property and mail
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Marilyn Lizzio
(Registered agent's signature) (Officer)

Marilyn Lizzio - Assist. Secty.

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: JUAN ELJURI ANTON

Address: Av. Gil Ramirez 532 y Armerillas
Cuenca - Ecuador

Vice Chairman: WAGNER CANHEDO AZEVEDO

Address: Praca Comandante Linneu Gomes, #/n
CEP 04626-910 VASP SAO PAULO - BRASIL

Director: JOSE CHALEN

Address: Avenida Santa Fé, 784
Buenos Aires, 1059 - Argentina

Director: Dr. PATRICIO PEÑA

Address: Juan León Mera 130
Quito - Ecuador

B. OFFICERS

President: ING. SANTIAGO SAENZ PEREZ
Address: Calle Reina Victoria y Av. Colón
Edif. Torres de Almagro - Apartado 9475 Quito

Vice President: CRNEL ANTONIO HENRIQUE BROWNE
Address: Calle REina Victoria y Av. Colón
Edif. Torres de Almagro - Apartado 9476 Quito

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

Transuror: HAMILTON DO CARMO PEREIRA

Address: Calle Reina Victoria y Av. Colón

Edif. Torres de Almagro Quito - Ecuador

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. ING. SANTIAGO SAENZ PEREZ
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

REPUBLICA DEL ECUADOR
SUPERINTENDENCIA DE COMPAÑIAS

OF.SC.SC.RS.96.

Quito,

0005903

14 MAYO 1996

Señor Ingonlaro
Santiago Sáenz P.
Presidente Ejecutivo de la compañía
ECUATORIANA DE AVIACION S.A.
Presente.

De mi consideración:

En atención a su pedido del 13 de mayo de 1996, tengo a bien informarle lo siguiente:

La empresa estatal Ecuatoriana de Aviación se transformó en ECUATORIANA DE AVIACION S.A. en base a la Ley No. 41 de Transformación y Rehabilitación, publicada en el Registro Oficial No. 312 de 9 de noviembre de 1993.

Por escritura pública otorgada ante el Notario Vigésimo Octavo de este Cantón el 23 de mayo de 1995, se transformó de EMPRESA ESTATAL ECUATORIANA DE AVIACION en ECUATORIANA DE AVIACION S.A., la misma que fue aprobada por esta Superintendencia mediante Resolución No. 1856 el 6 de junio de 1995 e inscrita en el Registro Mercantil con el No. 7 el mismo mes y año.

ECUATORIANA DE AVIACION S.A. tiene existencia legal y el plazo de duración concluye el 7 de junio del año 2045 y se dedica a la actividad aérea comercial para el transporte de pasajeros, carga y correo, dentro y fuera de la República del Ecuador, así como también a toda clase de operaciones de turismo etc.

Atentamente,

Piedad Montcayo de Vasconez
Dra. Piedad Montcayo de Vasconez
DIRECTORA DE REGISTRO DE SOCIEDADES

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TALLAHASSEE, FLORIDA

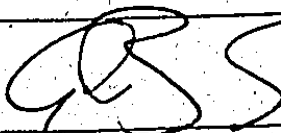
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REPUBLIC OF ECUADOR)
PROVINCE OF PICHINCHA)
CITY OF QUITO) SS:
EMBASSY OF THE UNITED)
STATES OF AMERICA)

I, ALFRED B. ANZALDUA ~~VICE~~ CONSUL
OF THE UNITED STATES OF AMERICA AT QUITO, ECUADOR, DULY
COMMISSIONED AND QUALIFIED, DO HEREBY CERTIFY THAT
FARLEY RAMIREZ GALARRAGA

WHOSE SIGNATURE AND OFFICIAL SEAL ARE RESPECTIVELY, SUBSCRIBED
AND AFFIXED TO THE FOREGOING CERTIFICATE, WAS ON THE DATE
THEREOF DIRECTOR OF THE LEGALIZATIONS DEPARTMENT OF THE MINISTRY
OF FOREIGN AFFAIRS OF THE REPUBLIC OF ECUADOR, DULY COMMISSIONED
AND QUALIFIED TO WHOSE OFFICIAL ACTS FAITH AND CREDIT ARE DUE.
QUITO, ECUADOR

MAY 21 1990



~~VICE~~ CONSUL OF THE UNITED STATES
OF AMERICA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Republic of Ecuador
Superintendent of Companies

0005903
May 14, 1996

Quito,

Mr. Santiago Suenz P., Engineer
Executive President
ECUATORIANA DE AVIACION, S.A.

As far as I am concerned:

I am pleased to provide the following information in response to your request dated May 13, 1996:

The government-owned corporation "Ecuatoriana de Aviacion" was converted into "ECUATORIANA DE AVIACION, S.A." based on Law No. 41 regarding Conversion and Rehabilitation, published in the Official Registry No. 312 dated November 9, 1993.

The "EMPRESA ESTATAL ECUATORIANA DE AVIACION" was converted into "ECUATORIANA DE AVIACION, S.A." through public document registered before the Twenty-eighth Notary of this Canton on May 23, 1995; approved by this Superintendency through Resolution No. 1856, dated June 6, 1995 and registered in the government registry of commercial concerns under No. 7 on June, 1995.

"ECUATORIANA DE AVIACION, S.A." is a legal entity and its duration expires on June 7, 2045. It's business purpose is commercial aviation for the transportation of passengers, cargo and mail, within and outside the Republic of Ecuador. It is also involved in all types of tourism operations, etc...

Sincerely,

/s/

Dra. Piedad Moncayo de Vasconez
Directory, Registry of Corporations

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TALLAHASSEE, FLORIDA

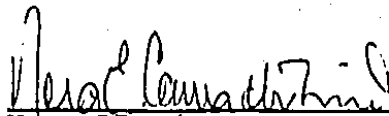
AFFIDAVIT

DISTRICT OF COLUMBIA)
) SS:
UNITED STATES OF AMERICA)

Nora Camacho, being first duly sworn, deposes and says under penalty of perjury:

1. The foregoing document constitutes a true and correct English-language translation of the May 14, 1996 letter to Santiago Saenz P. from Dra. Piedad Moncayo de Vasconez.

IN WITNESS WHEREOF, I have set my hand at Washington, D.C. this 30th day of May, 1996.


Nora Camacho

The foregoing affidavit was subscribed and sworn to before me this 30th day of May, 1996.


Notary Public

My commission expires:

November 30, 1997

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