



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

LAZARUS CORPORATE FILING SERVICE, INC.
3320 S.W. 87TH AVENUE
MIAMI, FL

SUBJECT: FLOPS - SERVICOS AUXILARES DE VOOS LTDA.
Ref. Number: W98000012567

We have received your document for FLOPS - SERVICOS AUXILARES DE VOOS LTDA. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

Please provide an English translation of the corporate name. Although the translated certification bears an "Imagery name," we are not certain whether this is the same as an English translation of the name. Thank you.

*they called
6/3 - this is
the translation.*

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00030980

**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. FLOPS-SERVICOS AUXILIARES DE OPERACOES DE VOOS LTDA.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. STATE OF SAO PAULO, BRAZIL
(State or country under the law of which it is incorporated)
3. MAY 2, 1994 4. UNLIMITED
(Date of Incorporation) (Duration)
5. N/A
(Federal Employer Identification number, if applicable)
6. SEPT. 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 7597 N.W. 7TH STREET, MIAMI, FL 33126
(Current mailing address)

8. GROUND HANDLING SERVICES - AIRLINE SUPPORT
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: EDILTON B.E. MANTOVANI
Address: AV. JOSE BONIFACIO 1351 - APT 74A- JD. PAINEIRAS
CAMPINAS, SP- BRAZIL - 13093-270

Vice Chairman: ERIKA PEREIRA MANTOVANI VIEIRA
Address: AV. JOSE BONIFACIO 1351 - APT 74A-JD. PAINEIRAS
CAMPINAS, SP-BRAZIL - 13093-270

Director: GUSTAVO PEREIRA MANTOVANI
Address: AV. JOSE BONIFACIO 1351 - APT 74A -JD. PAINEIRAS
CAMPINAS, SP-BRAZIL - 13093-270

Director: _____
Address: _____

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TALLAHASSEE FLORIDA

B. Officers:

President: EDILTON B.E. MANTOVANI
Address: AV. JOSE BONIFACIO 1351-APT 74A-JD. PAINEIRAS
CAMPINAS, SP-BRAZIL-13093-270

Vice President: GUSTAVO PEREIRA MANTOVANI
Address: AV. JOSE BONIFACIO 1351-APT 74A- JD. PAINEIRAS
CAMPINAS, SP-BRAZIL-13093-270

Secretary: EDILTON B.E. MANTOVANI
Address: AV. JOSE BONIFACIO 1351-APT. 74A- JD. PAINEIRAS
CAMPINAS, SP-BRAZIL-13093-270

Treasurer: ERIKA PEREIRA MANTOVANI VIEIRA
Address: AV. JOSE BONIFACIO 1351-APT. 74A- JD. PAINEIRA
CAMPINAS, SP-BRAZIL-13093-270

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

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TALLAHASSEE FLORIDA

10. Name and Street address of Florida registered agent:

Name: MIGUEL MAZZA
Office Address: 7597 NW 7TH ST
MIAMI, Florida 33126
Zip Code


11. 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:

MIGUEL MAZZA

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

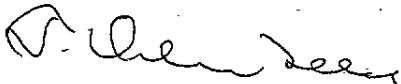
14. EDILTON B.E. MANTOVANI, PRESIDENT
(Name and capacity of person signing application)

Federative Republic of Brazil)
State of Sao Paulo)
City of Sao Paulo) ss:
Consulate General of the)
United States of America)

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TALLAHASSEE FLORIDA

**AMERICAN CONSULATE GENERAL
SAO PAULO, BRAZIL**

I, T. DENNIS REECE, Consul of the United States of America at Sao Paulo, in the State of Sao Paulo, Federative Republic of Brazil, commissioned and qualified, do hereby certify that, MANOEL ANTONIO SCHIMIDT, whose signature and official stamp are respectively subscribed and affixed to this document, was on the 21st day of May, 1998, the day of the date thereof, a Public Sworn translator at Sao Paulo, in the State of Sao Paulo, Federative Republic of Brazil. In witness where of I have hereunto set my hand and affixed the seal of the Consulate General of the United States of America at Sao Paulo on this 26th day of May 1998.



T. DENNIS REECE
Consul



MINISTÉRIO DA FAZENDA
SECRETARIA DA RECEITA FEDERAL
COORDENAÇÃO GERAL DE TECNOLOGIA
E DE SISTEMAS DE INFORMAÇÃO

CGC

NÚMERO DE INSCRIÇÃO	00.715.166/0001-94
ATIV. CNAB	****
VÁLIDO ATÉ	30/06/1998

NATUREZA JURÍDICA	02 - SOCIEDADE POR COTAS DE RESP. LTDA
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CPF DO RESPONSÁVEL	069.693.728 - 04	ÓRGÃO DA SRF	(0810400) - CAMPINAS
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NOME EMPRESARIAL (FIAMA, RAZÃO SOCIAL OU DENOMINAÇÃO COMERCIAL)	FLOPS-SERVICÓIOS AUXILIARES DE OPERAÇÕES DE VOOS LTDA
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TÍTULO DO ESTABELECIMENTO (NOME DE FANTASIA)	FLOPS - FLIGHT OPERATIONS - GROUND HANDLING SERVICES
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ENDEREÇO	AV. VIRACOPOS	NÚMERO	S/N	COMPLEMENTO	MESANINO B
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CEP	13054-240	BARRIO/DISTRITO	VIRACOPOS	MUNICÍPIO	CAMPINAS	UF	SP
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VÁLIDO EM TODO O TERRITÓRIO NACIONAL
COMPROVA A INSCRIÇÃO DO ESTABELECIMENTO NO CADASTRO GERAL DE CONTRIBUINTES
Apresentação obrigatória quando o número de inscrição for informado. M970556

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula N° 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14° Andar - Cj. 1409 - Tel.: (011) 239-1077/239-1385 - Tel/fax: 605-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua que me foi apresentado por parte de pessoa interessada

LIVRO N° 064

FOLHA

TRADUÇÃO N° IN-I-27.688/98

I, the undersigned, Sworn Translator and Commercial Interpreter, hereby CERTIFY this is the description and faithful translation of a DOCUMENT written in Portuguese, which I translate as follows:

(The symbol of the Federative Republic of Brazil)

Ministry of Finance
Secretary of Internal Revenue
General Coordination of Technology and of Information Systems

REGISTRATION IN THE MINISTRY OF FINANCE
(CGC-Cadastro Geral de Contribuintes)

Registration Number: 00.715.166/0001-94
Valid until 06/30/1998

Juridical Nature
02 - Partnership by Shares of Limited Responsibility Lt

Tax Payer number of the Responsible one: 069.693.728-04

Organ of Secretary of Internal Revenue: (0810400) - Campinas

Enterprise's Name (Company, Registered Name or Commercial Name):
FLOPS - SERVIÇOS AUXILIARES DE OPERAÇÕES DE VÔOS LTDA

Establishment's Name (Imagery name):
FLOPS - FLIGHT OPERATIONS - GROUND HANDLING SERVICES

Address: Av. Viracopos Number: without number
Complement: Mezzanine B (Mezanino B)
CEP: 13054-240 District: Viracopos City: Campinas State: SP

VALID ALL OVER THE NATIONAL TERRITORY

It proves the establishment registration at the Registration in the Ministry of Finance
Obligatory the presentation when the registration number is informed

M970556

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NOTHING ELSE was contained, which I Certify.
São Paulo, May 21st, 1998.

Manoel Antonio Schmidt
Sworn Translator

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TALLAHASSEE FLORIDA

