

*ROMAN HAS*

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

000004193180--9

-05/10/01--01072--019

\*\*\*\*\*78.75 \*\*\*\*\*78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EQUINOCCIALAIR USA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in   
  Pick up time 2.00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

RECEIVED  
 01 MAY 10 11:08:52  
 DIVISION OF CORPORATION

FILED  
 01 MAY 10 AM 11:39  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
EQUINOCCIALAIR. USA, INC.

FILED  
MAY 10 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is EQUINOCCIALAIR. USA, INC.

Article II - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

Article III - Capital Stock

This corporation is authorized to issue five hundred (500) shares of ONE and No/100 (\$ 1.00) DOLLAR par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this Corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office

The street address of the initial registered office and principal office of this corporation is: 1951 NW 68 AVE. Building 706 Suite 236 Miami Fl 33122

Article VI - Initial Board of Directors

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The initial director(s) of this corporation is (are):

NAME	ADDRESS
General Jorge J. Villalba Yerovi	1951 NW 68 AVE. Building 706 Suite 236 Miami Fl 33122
Nelson A. Salgado Giler	1951 NW 68 AVE. Building 706 Suite 236 Miami Fl 33122

Article VII - Initial Officers

The name and street addresses of the initial officers of this corporation are:

Name	Title	Address
General Jorge J. Villalva Yerovi	President	1951 NW 68 Ave. Building 706 Suite 236 Miami Fl 33122
Nelson A. Salgado Giler	V.P/S ec/Treas	1951 NW 68 Ave. Building 706 Suite 236 Miami, Fl 33122

Article VIII - Incorporator

The name and address of the person signing these articles is:  
General Jorge J. Villalva Yerovi

Article IX - Indemnification

The corporation shall indemnify any officer or director or any former officer of director to the full extent permitted by law.

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and in the shareholders.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 Th Day of May 2001

  
General Jorge J. Villalva Yerovi

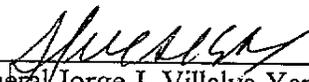
CERTIFICATE OF DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That EQUINOCCIALAIR. USA. INC desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named General Jorge J. Villalva Yerovi 1951 NW 68 Ave Building 706 Suite 236 Miami Fla 33122 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of EQUINOCCIALAIR.USA, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes, this 4 th day of May, 2001

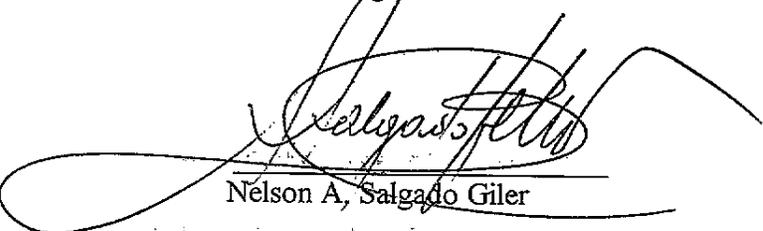
  
General Jorge J. Villalva Yerovi

RATIFICATION OF FIRST MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF

EQUINOCCLALAIR. USA. INC.

We, the undersigned, being all of the directors and shareholders of EQUINOCCLALAIR. USA. INC. do hereby ratify, approve and confirm all that has occurred in the foregoing meeting, the Minutes of which we have read, and in signification of such approval, ratification and confirmation and of our assent to any and all actions at said meeting, do hereby sign our names and seal this 4 Th Day of May, 2001

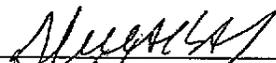
  
General Jorge J. Villalva Yerovi

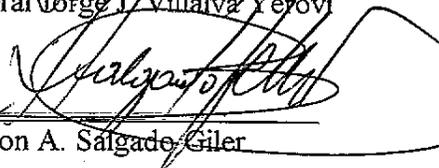
  
Nelson A. Salgado Giler

WAIVER OF NOTICE AND CONSENT TO  
FIRST MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF  
EQUINOCCIALAIR, USA, INC.

We, the undersigned, being all of the directors and Shareholders of EQUINOCCIALAIR USA, INC. a corporation organized and existing under and by virtue of the laws of the State of Florida, do hereby call an annual meeting of the Directors and Shareholders of said corporation and we do hereby waive all notice thereof whether provided by statute or otherwise, and do consent that such meeting shall be held at the principal office of the corporation, on May 4, 2001, for the purpose of transacting any and all business which may be legally motioned at said meeting.

Dated this 4 th Day of May, 2001.

  
General Jorge I. Villalva Yerovi

  
Nelson A. Salgado Giler

**FILED**  
01 MAY 10 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA