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TRANSMITTAL LETTER

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

500004558605--8
-08/27/01--01117--002
*****78.75 *****78.75

SUBJECT: SERVICIOS AEREOS DE NICARAGUA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM HECTOR VALENTING
Name (Printed or typed)

7311 NW 12th STREET, SUITE # 17
Address

MIAMI, FLORIDA 33126
City, State & Zip

305-639-2191 - 2192
Daytime Telephone number

FILED
01 OCT -5 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 05 2001

W01-21642 (8)

W01-19977



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 18, 2001

HECTOR VALENTING
7311 NW 12 ST, STE 17
MIAMI, FL 33126

SUBJECT: SERVICIOS AEREOS DE NICARAGUA, INC. "SANSA"
Ref. Number: W01000021642

We have received your document for SERVICIOS AEREOS DE NICARAGUA, INC. "SANSA" and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of 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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 501A00052245

See Article 7

ARTICLES OF INCORPORATION
OF
SERVICIOS AEREOS DE NICARAGUA, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is: **SERVICIOS AEREOS DE NICARAGUA, INC.**

ARTICLE II

LOCATION

The location of this corporation shall be at:

7311 NW 12th Street
Suite # 17
Miami, Florida 33126

ARTICLE III

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV

PURPOSE

Air transportation of passengers, cargo (import and export), packages and everything related to the air transport industry, via leased, chartered or owned air transport equipment necessary to accomplish the objectives of the corporation.

To the end that the foregoing purpose and objectives may be carried out, performed and accomplished, this corporation shall have the power to:

Section 1. Acquire, either by purchase, lease, charter, devise and to hold, own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any

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TALLAHASSEE, FLORIDA

location, nationally or abroad in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may be determine or select from time to time by a majority action of the directors and to administer the same; all such real, personal and mixed property so acquired or received by purchase, lease, charter, devise, shall be used and employed to conduct its business accordingly.

Section 2. Formulate and adopt By-Laws and to alter and rescind the same, provided, however, that said By-Laws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or of the State of Florida.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the business affairs of this corporation. This corporation shall have four directors initially, The number of directors may be increased from time to time, to a maximum number specified in the By-Laws, but shall never be less than four (4), and they will be elected for a period of two (2) years, they will also be eligible for re-election

Section 2. The Board of Directors shall be a member of the corporation.

Section 3. Member of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The Board of Directors will meet once a year, after three (3) month of the closing of the year. They can also meet in extraordinary sessions called by the Board of Directors, at any time upon notification of its members in writing two weeks in advance of the meeting.

ARTICLE VI

SUBSCRIBERS

The name and residences of the subscribers to these Articles are:

Hector Valentin
6427 NW 192 Lane
Miami, Florida 33015

Fernando Asencio
399 NW 72 Avenue Suite # 306
Miami, Florida 33126

ARTICLE VII

SHARES OF STOCK

The corporation has authorized an issued 1,000 shares of stock at a par value of \$1.00 per share.

ARTICLE VIII

OFFICERS

Section 1. The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary/Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Hector Valentin
Vice-President	Fernando Asencion

ARTICLE IX

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded, by a majority vote of those members of the Board of Director present at any regular meeting or any special meeting called for that purpose.

ARTICLE X

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-third (2/3) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

The corporation will be dissolved: a) as per agreement of the Board of Directors,
b) Capital loss of more than 60% of the total capital of the corporation.

Upon liquidation of the corporation, all assets will be liquidated through a commission of liquidators as designated by the Board of Directors.

All proceeds of the liquidation will be utilized to pay all taxes due, if any, and other creditors as applicable and approved by the Board of Directors.

ARTICLE XI

DESIGNATION OF RESIDENT AGENT

SERVICIOS AEREOS DE NICARAGUA, INC. hereby designates,
7311 NW 12th Street, Miami, Florida 33126; as its registered office
and, HECTOR VALENTIN, as its Registered Agent.

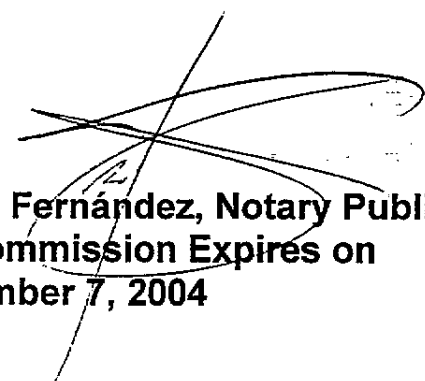
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY: AND I FURTHER AGREE TO COMPLY WITH
THE PROVISION OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

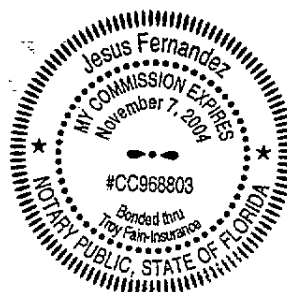

Hector Valentin


Date

State of Florida, County of Miami-Dade

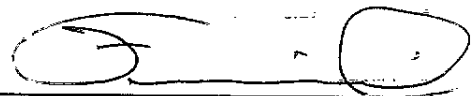
The foregoing instrument was acknowledged before me
this 31 day of August, 2001 Héctor Valentin
personally known to me.


Jesús Fernández, Notary Public
My Commission Expires on
November 7, 2004



IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals, this 21st day of August 2001, for the purpose of forming this corporation, under the laws of the State of Florida.


Hector Valentin, President


Fernando Asencio, Vice-President

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01 OCT -5 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida, County of Miami-Dade

The foregoing instrument was acknowledged before me this 23 day of August, 2001 Héctor Valentin and Fernando Asencio, personally known to me.


Jesús Fernández, Notary Public
My Commission Expires on

