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rio airlines usa inc.

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4/6/2010

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ARTICLES OF INCORPORATION

OF

5

RIO AIRLINES USA INC.

The undersigned hereby subscribes this Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE
CORPORATE NAME

The name of this Corporation shall be:

RIO AIRLINES USA INC.

ARTICLE TWO
NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares of stock, that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$ 1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE FOUR
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Old Stock Inc.
1900 S.W. 3rd Avenue
Miami, FL 33129

ARTICLE FIVE
BOARD OF DIRECTORS

The number of Directors may be amended from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than One (1) Director at any time.

ARTICLE SIX
INITIAL DIRECTORS

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The name and the addresses of the initial Directors of this Corporation is a follows:

Name	Title	Address
Leonardo Rodrigues Cordeiro	Director	Aeroporto International Afonso Pena Hangar Rio Linhas Aereas São José dos Pinhais- Paraná - Brasil 83010-620
William Starostik Filho	Director	Aeroporto International Afonso Pena Hangar Rio Linhas Aereas São José dos Pinhais- Paraná - Brasil 83010-620

ARTICLE SEVEN INITIAL OFFICERS

The name and addresses of the initial Officers of this Corporation is a follows:

Name	Title	Address
Leonardo Rodrigues Cordeiro	President	Aeroporto International Afonso Pena Hangar Rio Linhas Aereas São José dos Pinhais - Paraná - Brasil 83010-620
William Starostik Filho	Vice-Pres./Sec/Treas.	Aeroporto International Afonso Pena Hangar Rio Linhas Aereas São José dos Pinhais - Paraná - Brasil 83010-620

ARTICLE EIGHT INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is a follows:

Name	Address
Jose Maria Carneiro da Cunha	1900 SW 3 rd Avenue Miami, FL 33129

ARTICLE NINE PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

1900 SW 3rd Avenue
Miami, FL 33129

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE TEN

The Corporation is to exist perpetually.

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE TWELVE
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 

Jose Maria Carneiro da Cunha

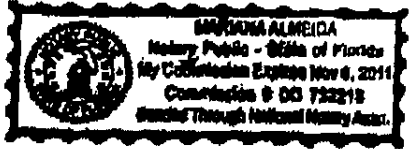
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BE IT ACKNOWLEDGED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, Jose Maria Carneiro da Cunha personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 6th day of April, 2010.

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[Signature]
NOTARY PUBLIC - State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - RIO AIRLINES USA INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED Old Stock Inc. a Florida Corporation which address is 1900 S.W. 3rd Avenue, Miami-Dade County, State of Florida, 33129, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Old Stock Inc. a Florida Corporation

[Signature]
By: _____
President

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Old Stock Inc. a Florida Corporation

[Signature]
By: _____
President

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