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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NATIONAL AIRLINES OF CHILE, INC.  
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<b>ARTICLES OF INCORPORATION OF NATIONAL AIRLINES OF CHILE, INC.</b>
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I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS OF CORPORATION**

The name and address of the corporation shall be:  
**NATIONAL AIRLINES OF CHILE, INC.**  
13727 S.W. 152 Street, Suite 242, Miami, Florida 33177-1106

**ARTICLE II  
DURATION OF CORPORATION**

The duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The corporation may engage in any lawful purpose, activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

**ARTICLE IV  
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

**ARTICLE V  
RIGHT OF TRANSFERABILITY**

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

This Instrument was prepared by:  
Renier Cruz, Esq.  
1740 Coral Way, Suite "A"  
Miami, Florida 33143  
Florida Bar No.: 320651  
(305) 859-8700

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**ARTICLE VI  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

RICARDO MUSIET, 13727 S.W. 152 Street, Suite 242, Miami, Florida  
33177-1106

The Corporation retains the power of moving its office to any other address as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

**ARTICLE VII  
DIRECTORS**

The number of Directors may be altered from time to time by the Shareholders of the Corporation, however, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

CARLOS MUSIET, 1740, 13727 S.W. 152 Street, Suite 242, Miami,  
Florida 33177-1106

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

**ARTICLE VIII  
INCORPORATORS**

The name and address of each incorporator to these Articles of Incorporation is:

MARCELO CURI, ESQ., 1740 Coral Way, Suite B, Miami, Florida  
33145.

**ARTICLE IX  
AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE X  
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written

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statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI**  
**INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS**

If all the Directors or Shareholders severally or collectively consent, in writing, to any action taken or to be taken by the Directors or Shareholders of the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders or the Board of Directors.

**ARTICLE XII**  
**MEETING**

The Corporation may hold its meetings of Stockholders and/or Directors, either within or outside the State of Florida or the United States of America.

**ARTICLE XIII**  
**STOCKHOLDER'S AGREEMENTS**

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation, provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, Shareholders and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with law, agreements or otherwise) consenting to the revocation and cancellation of the agreements among the Stockholders.

**ARTICLE XIV**  
**INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

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Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors, at their sole discretion, (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstance.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

**IN WITNESS WHEREOF**, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 12 day of September, 1996.

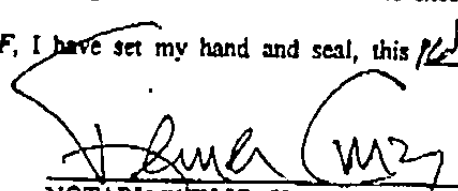
  
Marcelo Curi, Esq., Incorporator

STATE OF FLORIDA )  
                              ; SS  
COUNTY OF DADE )

**BEFORE ME**, the undersigned authority, personally appeared Marcelo Curi, Esq., who is personally known to me ~~and who is known to me~~ as ~~identification~~ to me well known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, and he acknowledged to and before me that he executed such instrument.

**IN WITNESS WHEREOF**, I have set my hand and seal, this 12 day of September, 1996

My Commission Expires:

  
NOTARY PUBLIC - STATE OF FLORIDA  
AT LARGE



RENNER CRUZ  
My Commission CC420081  
Expires Nov. 08, 1998  
Bonded by NFNLU

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

The above named Corporation desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named: RICARDO MUSIET as its Agent to accept Service of Process within this State.

  
\_\_\_\_\_  
Marcelo Curl, Esq., Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

  
\_\_\_\_\_  
Ricardo Musiet, Registered Agent

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