

Document number only

# F00000006390

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-11/16/00--01039--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Gemini Air Cargo, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input checked="" type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/16/00

Order#:

Ref#:

Amount:\$

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 16 PM 2:03

FILED

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**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. Gemini Air Cargo, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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. Delaware 3. 52-2069248  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 2, 1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1 November 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 44965 Aviation Drive, Suite 300, Washington Dulles Int'l Airport  
Dulles, VA 20166  
(Current mailing address)

8. Scheduled Air Cargo Operations  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

**10. 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.*

C T Corporation System

Hillary A. England  
(Registered agent's signature)  
Hillary A. England Asst. Secretary

11. 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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GEMINI AIR CARGO, INC.**  
**Directors & Officers**

November 1, 2000

**Directors:**

William Stockbridge  
Chairman  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

Daniel A. D'Aniello  
Director  
1001 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2505

Allan Holt  
Director  
1001 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2505

David Hinson  
Director  
114 Rail Road  
Box 6930  
Ketchum, ID 83340

Gregory Ledford  
Director  
1001 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2505

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TALLAHASSEE, FLORIDA

**Officers:**

William Stockbridge  
Chairman, CEO & President  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

William A. Kutzke  
Senior Vice President, General Counsel & Secretary  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

James Douglas  
Senior Vice President, Operations  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

Charles C. Carson III  
Senior Vice President, Sales & Marketing  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

George R. Paul  
Senior Vice President, Maintenance & Engineering  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

William A. Garrett  
Senior Vice President, Finance & Administration & CFO  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

Robert E. Wilson  
Vice President, Customer Service  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

Ray Lawlor  
Vice President, Sales & Marketing  
44965 Aviation Drive, Suite 300  
Washington Dulles Int'l Airport  
Dulles, VA 20166

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEMINI AIR CARGO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
00 NOV 16 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0786020

DATE: 11-10-00