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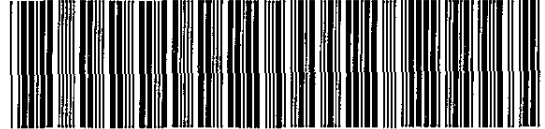
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 OCT -6 PM 4:14

REGISTRATION DIVISION  
TALLAHASSEE, FLORIDA

C-2.10-7

**CT CORPORATION**

October 6, 2005

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6471222 SO  
Customer Reference 1: 36814.2  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Gemini Cargo Logistics, Inc. (FL)  
Incorporation:  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Manager Fulfill Ctr  
Connie.Bryan@wolterskluwer.com

1203 Governors Square Boulevard  
Tallahassee, FL 32301-2960  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLES OF INCORPORATION**  
**OF**  
**GEMINI CARGO LOGISTICS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "*Act*"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is Gemini Cargo Logistics, Inc.

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSES**

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE IV**  
**PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 1750 N.W. 66<sup>th</sup> Avenue, Suite 214, Building 708, Miami, Florida 33126.

**ARTICLE V**  
**CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$.001 per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No shareholder of the Corporation shall, by reason of his holding shares of any class of the Corporation, have any preemptive or preferential right to purchase or subscribe to any shares of any class of the Corporation now or hereafter authorized.

Cumulative voting shall not be allowed in the election of directors or for any other purpose.

#### **ARTICLE VI** **LIABILITY OF DIRECTORS**

Except as may be otherwise provided in Chapter 607 of the Act, no contract, act or transaction of the Corporation with any person or persons, firm, trust or association, or any other Corporation, shall be affected or invalidated by the fact that any director, officer or shareholder of the Corporation is a party to or is interested in such contract, act or transaction, or in any way connected with any such person or persons, firm, trust or association, or is a director, officer or shareholder of or otherwise interested in any such other Corporation, nor shall any duty to pay damages on account to the Corporation be imposed upon such director, officer or shareholder of the Corporation solely by reason of such fact, regardless of whether the vote, action or presence of any such director, officer or shareholder may be, or may have been, necessary to obligate the Corporation on or in connection with such contract, act or transaction, provided that if such vote, action or presence is, or shall have been, necessary, such interest or connection (other than an interest as a non-controlling shareholder of any such other Corporation) be known or disclosed to the Board of Directors.

#### **ARTICLE VII** **INDEMNIFICATION**

The Corporation shall indemnify any person who (i) is or was a director, officer, employee, or agent of the Corporation or (ii) while a director, officer, employee, or agent of the

Corporation, is or was serving as a nominee or designee at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a director under the Act; notwithstanding, however, that the Corporation may indemnify an officer, employee or agent, or person who is identified in (ii) of the first clause of this Article VI as a nominee or designee and who is not a director to such further extent, consistent with law, as may be provided by these Articles of Incorporation, the Corporation's Bylaws, general or specific action of its Board of Directors or by contract or as otherwise permitted or required by law.

#### **ARTICLE VIII** **ACTIONS TAKEN WITHOUT A MEETING**

Any action required by the Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

**ARTICLE IX**  
**REGISTERED AGENT**

The name of the Corporation's initial registered agent is C T Corporation System, and the mailing address of its initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE X**  
**INCORPORATOR**

The name and mailing address of the incorporator is:

Layne D. Grindal  
Haynes and Boone, LLP  
One Houston Center  
1221 McKinney St., Suite 2100  
Houston, TX 77010

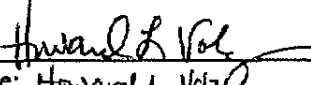
From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this paragraph.

IN WITNESS WHEREOF, I have hereunto set my hand this 5<sup>th</sup> day of October, 2005.

  
Layne D. Grindal, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

By:   
Name: Howard L. Velazquez  
Title: Ass't Secy

10-5-05