

To: +1 (850) 205-0380
Subject:

From: Patricia T. Allock

Monday, August 14, 2006 4:56 PM Page: 1 of 5

Florida Department of State
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DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

GEMINI CARGO LOGISTICS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEMINI CARGO LOGISTICS, INC.**

Donald P. Creston, being the Secretary of Gemini Cargo Logistics, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Gemini Cargo Logistics, Inc. The Corporation was incorporated on October 6, 2005.

2. These Amended and Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation.

4. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors and shareholders of the Corporation pursuant to a joint written action without a meeting of directors and shareholders executed as of August 1, 2006. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

5. Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I - NAME

The name of this corporation is Gemini Cargo Logistics, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

1750 N.W. 66th Avenue, Suite 214, Building 708, Miami, Florida 33126.

ARTICLE III - MAILING ADDRESS

The mailing address of the Corporation is:

44965 Aviation Drive
Suite 300
Dulles, Virginia 20166

ARTICLE IV - PURPOSE

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

H06000203896 3

H06000203896 3

ARTICLE V - DURATION

The Corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of \$0.01 par value common stock, which shall be designated the "Common Stock".

ARTICLE VII - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office in the State of Florida is CT Corporation System and the name of its registered agent is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

Signatures appear on following page

H06000203896 3

To: +1 (850) 205-0380
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From: Patricia Tadlock

Monday, August 14, 2006 4:56 PM Page: 4 of 5

1106000203896 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this ____ day of August, 2006.

Gemini Air Cargo, Inc., a Florida
corporation

By: Donald P. Creston
Donald P. Creston, Secretary

H06000203896 3

To: +1 (850) 205-0380
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Monday, August 14, 2006 4:56 PM Page: 5 of 5

1106000203896 3

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VIII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this _____ day of August, 2006.

CT Corporation System

By: _____
Name: _____
Title: _____

H06000203896 3