# F06000007158 Florida Department of State

Division of Corporations Public Access System

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### FOREIGN PROFIT/NONPROFIT CORPORATION

Geodis America, Inc.

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Certificate of Status	8
Certified Copy	1
Page Count	0,45
Estimated Charge	\$78.75

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November 14, 2006

FLORIDA DEPARTMENT OF STATE Davision of Corporations

C T CORPORATION SYSTEM

SUBJECT: GEODIS AMERICA, INC.

REF: W06000047909

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

If you have any questions concerning the filing of your document, please call  $(850)\ 245-6855$ .

Tammy Hampton Document Specialist FAX Aud. #: H06000265005 Letter Number: 606A00066588

P.O BOX 6327 - Tailahassee, Florida 32314

## 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.

Enter same of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp." Inc.," "Co.," or "Corp.")  (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)  Delaware  3. 36-3135821  (State or country under the law of which it is incorporated)  (Pate of incorporation)  (Pate of incorporation)  (Pate of incorporation)  (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  787 Seventh Avenue, New York, NY 10019 c/o Sidley Austia - L. Gilles Sion  (Principal office address)  Same  (Current mailing address)  To engage in any lawful act or antivity for which a corporation may be authorized under the General Corp. Law of De  (Purpose(i) of corporation subtorized in home state or country to be carried out in state of Florida)  Name:  CT Corporation System  Plantation  CT Corporation System  Office Address:  1200 South Pino Island Road  Plantation  Plantation  Plantation  Plantation  Plantation  CT Corporation System  Office Address:  1200 South Pino Island Road  Plantation  Plantation  Plantation of plantatest as registered agent and agree to act in this capacity. I writer agree to comply with the provisions of all statutes relative to the proper and complete performance of my durits, and I am familiar with and accept the abligations of my position as registered agent.  CT Corporation System  By:  (Registered agent's signature)  1. Attached is a certificate of existence chily authenticated, not more than 90 days prior to delivery of this application to no Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction and recept the abligations of my position as registered agent's to delivery of this application to no Department of State, by the Secretary of State or other official having cus	(Enter some of an	etion: water in alada MINCORROR & T	PD # woods party # woods pop a meast #	-
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Delaware   3	(If name unevaliable i	n Florida, enter alternate corporate n	arne adopted for the numore of transacting business in Plorida)	
(State or country under the law of which it is incorporated)  08-31-81  (Perpensial (Perpe	Deleven			
(Date of incorporation)  (Date of incorporation)  (Date inst transacted business in Florida, if prior to registration)  (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  787 Seventh Avenue, New York, NY 10019 c/o Sidley Austin - L. Gillos Sion  (Principal office address)  Same  (Current mailing address)  To engage in any lawful act or activity for which a corporation may be authorized under the General Corp. Law of De  (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)  Name:  CT Corporation System  Plantation  Plantation  Plantation  Florida  33324  (City)  (City)  (Zip code)  CT Corporation, I hereby accept the appointment as registered agent and agree to act to this capacity, I writer agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, ad I am familiar with and accept the abligations of my position as registered agent.  CT Corporation System  By:  (Registered agent's acceptance:  (Registered agent's signature)  Attached is a certificate of existence duly authemicated, not more than 90 days prior to delivery of this application to a Department of State, by the Secretary of State or other official having outstody of corporator records in the juxisdiction	·	the law of which it is incorporated)		-
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	Philippe Gilbert (Sole Director)
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irector:	
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	Philippe Gilbert
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cretary:	Philippe Gilbert
-	787 Seventh Av. New York, NY 10019
reasurer:	Diding Cills
	787 Seventh Av. New York, NY 10019
odress:	
OTE:	If necessary, you may attach an addendum to the application listing additional officers and/or directors.
3	
	(Signature of Director or Officer listed in number 12 of the application)
. Phili	ppe Gilbert - President and Sole Director
	(Typed or printed name and capacity of person signing application)

FL019 - 02/03/3006 C: T System Codin

# Delaware

PACE T

#### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEODIS AMERICA, 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 THIRTIETH DAY OF OCTOBER, A.D. 2006.

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

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



0921401 8300

Warriet Smith Windson Secretary of State

AUTHENTICATION: 5156142

9269848098

DATE: 10-30-06

060993154