

3. That at said meeting, pursuant to the Ninth Section of the corporation's certificate of incorporation, a vote of the members was taken for and against the resolution to amend the certificate of incorporation, the resolution being as follows:

VOTED: That the certificate of incorporation of this corporation be amended by adding the following provisions thereto immediately after the paragraph designated as "NINTH" and before the paragraph beginning with the words, "WE, THE UNDERSIGNED":

TENTH. (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the 1954 Code, or corresponding provisions of any subsequent Federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the 1954 Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the 1954 Code, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the 1954 Code, or corresponding provisions of any subsequent Federal tax laws.

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4. That at said meeting of the members every member present voted in favor of the resolution, approving the amendment to the certificate of incorporation set forth therein.

IN WITNESS WHEREOF, the said Logistics Management Institute has made, under its corporate seal and the hand of William F. Finan, its President, and the hand of Frank M. Reynolds, its Secretary, the foregoing certificate, and the said President and the said Secretary have hereunto severally set their hands and caused the corporate seal of the corporation to be hereunto affixed this 10th day of September 1971.

By William F. Finan
President
By Frank M. Reynolds
Secretary

MONTGOMERY COUNTY)
STATE OF MARYLAND)

BE IT REMEMBERED that on this 15th day of October 1971, personally came before me, a Notary Public, Montgomery County, Maryland, WILLIAM F. FINAN, being one of the parties to the foregoing Certificate of Amendment to the Certificate of Incorporation of Logistics Management Institute, known to me personally as such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and the year aforesaid.

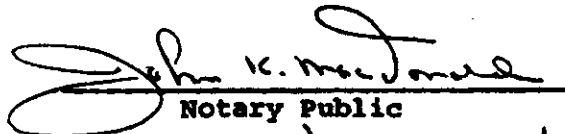


John K. MacDonell
Notary Public
my com. expires 11/1/74

MONTGOMERY COUNTY)
STATE OF MARYLAND)

BE IT REMEMBERED that on this 15th day of October 1971, personally came before me, a Notary Public, Montgomery County, Maryland, FRANK M. REYNOLDS, being one of the parties to the foregoing Certificate of Amendment to the Certificate of Incorporation of Logistics Management Institute, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and the year aforesaid.


Notary Public
my com expires 11/11/74





ARTICLE OF AMENDMENT

LOGISTICS MANAGEMENT INSTITUTE

On 3 June 1994, the Logistics Management Institute, a not-for-profit corporation under the laws for the State of Delaware, held a special meeting of Members at its headquarters located at 2000 Corporate Ridge, McLean, Virginia, 22102-7805.

This was a special Members meeting and a quorum was present. The power to amend the Certificate of Incorporation requires a three-fifth (3/5) majority affirmative vote of the Members at a meeting of Members.


By a unanimous affirmative vote (eleven Members present) and after an affirmative majority vote of the Logistics Management Institute Trustees at a meeting of even date on the advisability of the amendment to the Certificate, the following amendment to the Corporation's Certificate of Incorporation was adopted:

that the Logistics Management Institute Certificate of Incorporation be amended by adding the following language to the end of the first paragraph, third clause (objects and purposes):

... and to perform or engage in the work and activities for and with other entities when the purpose will foster and encourage the advancement of knowledge concerning logistics in all its aspects.

NOTE: The object and purposes clause is intended to read, in pertinent part, as follows:

THIRD. The objects and purposes of the corporation are exclusively scientific or educational, as herein set forth: to engage in, assist and contribute to the support of scientific and educational activities and projects in the field of logistics research and related fields and to foster and encourage the advancement of knowledge concerning logistics in all of its aspects and to perform, engage in and procure research, development, engineering and advisory services exclusively to or for the United States Government or any department or agency thereof or any other government or governmental unit or any nonprofit corporation or other organization organized and operated exclusively for scientific, educational or charitable purposes, and to perform or engage in the work and activities for and with other entities when the purpose will foster and encourage the advancement of knowledge concerning logistics in all its aspects.


John A. Ciucci
Corporate Secretary and
General Counsel
23 June 1994

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:49 PM 12/22/2009
FILED 05:31 PM 12/22/2009
SRV 091129089 - 0573528 FILE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
LOGISTICS MANAGEMENT INSTITUTE

Logistics Management Institute, a Delaware corporation (hereinafter referred to as the "Corporation"), hereby certifies to the Office of the Secretary of State of Delaware that:

FIRST: The Certificate of Incorporation of the Corporation is amended pursuant to Section 242 of the General Corporation Law of the State of Delaware by adding the following Articles Tenth and Eleventh:

TENTH: No member, trustee, or officer of this Corporation shall be personally liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a member, trustee or officer, except for liability (i) for any breach of the individual's duty of loyalty to this Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the trustee derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to eliminate or limit further the liability of a member, trustee or officer, then, in addition to the elimination of liability provided by the preceding sentence, the liability of each member, trustee or officer shall be eliminated to the fullest extent or limited to the fullest extent provided or permitted by the Delaware General Corporation Law. Any appeal or modification of this Article shall not adversely affect any right or protection of a trustee under this Article, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

ELEVENTH: This Corporation shall, to the fullest extent permitted by Delaware law as in effect from time to time, indemnify any person against all liability and expense (including attorney's fees) incurred by reason of the fact that he or she is or was a member, trustee or officer of this Corporation, or while serving as a member, trustee or officer of this Corporation, or if he or she is or was serving at the request of this Corporation as a member, trustee, or officer of, or in any similar managerial or fiduciary position of, or an employee or agent of, another corporation, partnership, joint venture, trust association or other entity.

Expenses (including attorney's fees) incurred in defending an action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding to the full extent and under the circumstances permitted by Delaware General Corporation Law. This Corporation may purchase and maintain insurance on behalf of any person who is or was a member, trustee, officer, employee, fiduciary, or agent of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability under the provisions of this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under this Certificate of Incorporation, any by-law, agreement, vote of members or disinterested trustees, statute, or otherwise, and shall inure to the benefit of their heirs, executors and administrators. The provisions of this Article shall not be deemed to preclude this Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board of Trustees or the members may determine in a specific instance or by resolution of general application.

SECOND: The Board of Trustees of the Corporation, at a meeting duly convened and held on August 21, 2009, adopted a resolution in which was set forth the foregoing amendment to the Certificate of Incorporation, declaring that the said amendment to the Certificate of Incorporation was advisable and directing that it be submitted for action thereon at a meeting of the Members of the Corporation to be held on December 11, 2009.

THIRD: Notice setting forth the aforesaid amendment of the Certificate of Incorporation and stating that a purpose of the meeting of the Members would be to take action thereon was given as required by law to all Members of the Corporation entitled to vote thereon. The amendment of the Certificate of Incorporation of the Corporation as hereinabove set forth was approved by the Members of the Corporation at said meeting by the affirmative vote required by law.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President and by its Corporate Secretary, on the 14th day of December, 2009.

THE UNDERSIGNED acknowledges this Certificate of Amendment to be the corporate act of the Corporation and states that, to the best of his or her knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

Attest:

LOGISTICS MANAGEMENT INSTITUTE



Nelson M. Ford, President and C.E.O.

By:  (SEAL)

Manik K. Rath, Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:08 PM 02/09/2011
FILED 01:59 PM 02/09/2011
SRV 110134783 - 0573528 FILE

**CERTIFICATE OF AMENDMENT
OF
LOGISTICS MANAGEMENT INSTITUTE**

Logistics Management Institute, a Delaware corporation (hereinafter referred to as the "Corporation"), hereby certifies to the Office of the Secretary of State of Delaware that:

FIRST: The Certificate of Incorporation of the Corporation is amended pursuant to Section 242 of the General Corporation Law of the State of Delaware by replacing the term "Trustee" with "Director" and renaming the Corporation's governing body "Board of Directors."

SECOND: The Board of Directors of the Corporation, at a meeting duly noticed and convened on August 13, 2010, adopted a resolution in which was set forth the foregoing amendment to the Certificate of Incorporation, declaring that the said amendment to the Certificate of Incorporation was advisable and directing that it be submitted for action thereon at a meeting of the Members of the Corporation.

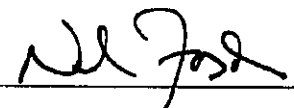
THIRD: Notice setting forth the aforesaid amendment of the Certificate of Incorporation and stating that a purpose of the meeting of the Members would be to take action thereon was given as required by law to all Members of the Corporation entitled to vote thereon. The amendment of the Certificate of Incorporation as set forth above was approved by the Members of the Corporation at a meeting on December 10, 2010 by the affirmative vote required by law.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President and by its Corporate Secretary, on the 8th day of February, 2011.

THE UNDERSIGNED acknowledges this Certificate of Amendment to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

Attest:

LOGISTICS MANAGEMENT INSTITUTE



Nelson M. Ford, President and C.E.O.

By:  (SEAL)

Manik K. Rath, Senior Vice President,
General Counsel and Corporate Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:08 PM 02/09/2011
FILED 02:08 PM 02/09/2011
SRV 110134792 - 0573528 FILE

RESTATED CERTIFICATE OF INCORPORATION
OF
LOGISTICS MANAGEMENT INSTITUTE

Logistics Management Institute, a Delaware corporation (hereinafter referred to as the "Corporation"), hereby certifies to the Office of the Secretary of State of Delaware that:

FIRST: The Certificate of Incorporation of the Corporation is hereby restated pursuant to Section 245 of the General Corporation Law of the State of Delaware, restating and integrating the provisions of the Corporation's Certificate of Incorporation as amended, and there is no discrepancy between those provisions and the provisions of the Restated Certificate below.

SECOND: The Corporation filed its original Certificate of Incorporation with the Secretary of State on October 3, 1961.

RESTATED CERTIFICATE OF INCORPORATION

FIRST. The name of the corporation is Logistics Management Institute.

SECOND. The principle office of the corporation in the state of Delaware is to be located at 1209 Orange Street, Wilmington, DE 19801 New Castle County. The name of its resident agent is The Corporation Trust Company, whose address is 1209 Orange Street, Wilmington, DE 19801.

THIRD. The objects and purposes of the corporation are exclusively scientific or educational, as herein set forth: to engage in, assist and contribute to the support of scientific and educational activities and projects in the field of logistics research and related fields and to foster and encourage the advancement of knowledge concerning logistics in all of its aspects and to perform, engage in and procure research, development, engineering and advisory services exclusively to or for the United States Government or any department or agency thereof or any other government or governmental unit or any nonprofit corporation or other organization organized and operated exclusively for scientific, educational or charitable purposes, and to perform or engage in the work and activities for and with other entities when the purpose will foster and encourage the advancement of knowledge concerning logistics in all its aspects.

In carrying out these objects and purposes the corporation shall have power:

- (a) To acquire, construct, establish, own, equip and operate an institute for logistics research and other laboratories and facilities for logistics research and for research in related fields.
- (b) To prepare and circulate books, reports, pamphlets, films or other printed or graphic matter dealing with logistics research or research in related fields.

- (c) To cooperate with educational institutions and foundations in the conduct of logistics research and in other matters connected with the purposes and activities of the corporation, and to make and award contributions, grants, fellowships and loans in furtherance of the purposes of the corporation.
- (d) To accept by gift, devise, bequest or otherwise property of every kind and description, without limit as to amount.
- (e) To purchase, take on lease or otherwise acquire, hold, invest, reinvest, use, mortgage, pledge, lease, exchange, sell, assign, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of ownership in such manner as in the judgment of the Board of Directors will best promote the objects of the corporation.
- (f) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, corporation, government, governmental unit, department or agency or other entity.
- (g) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation.
- (h) To invest and reinvest its funds in such securities and property, including without limitation, common and preferred stocks, bonds, debentures and mortgages, as the Board of Directors may from time to time deem advisable.
- (i) To have offices, and to promote and carry out its objects and purposes, and to exercise its powers, within or without the State of Delaware.
- (j) To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals or otherwise.
- (k) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided such acts are not inconsistent with the laws under which the corporation is organized.

The corporation is not organized and shall not be conducted for profit, and the foregoing objects, purposes and powers are each and all subject to the limitations that no part of the net

earnings or of any other funds of the corporation shall inure to the benefit of any individual or of any member or person having a personal or private interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, directors, and members of reasonable compensation for services actually rendered to the corporation); that no part of the corporation's activities shall be carrying on propaganda, or otherwise attempting, to influence legislation; and that the corporation shall not in any way participate in, or intervene in, any political campaign on behalf of any candidate for public office.

FOURTH. This corporation shall be a membership corporation and shall have no authority to issue capital stock.

The membership of the corporation shall consist of members who are elected by the incorporators named in this Certificate of Incorporation at their first meeting and such additional members, whether as successors to the original members or as additional members, as shall be elected to membership upon such terms and conditions as the by-laws of the corporation shall set forth, provided that the numbers of members shall be not less than five. Continuance of membership shall be governed by the provisions of the By-Laws. Each member shall be entitled to one vote in person or by proxy at all meetings of the members. Members of the corporation may be individuals or may be nonprofit corporations organized and operated for scientific, educational or professional purposes which shall be eligible for membership in the corporation upon such terms and conditions as the By-Laws shall set forth.

The affairs and business of the corporation shall be managed and conducted by a Board of Directors who shall be elected to office in such manner and for such term, who shall have such qualifications and who shall have such powers and duties as may be provided in this Certificate of Incorporation or in the By-Laws. Vacancies on the Board of Directors shall be filled in such manner as maybe provided in the By-Laws.

FIFTH. The names of each of the original incorporators are as follows:

J. Sterling Livingston, 22 Stanford Road, Wellesley, Mass.; John P. Weitzel, 1 Chestnut Street, Boston, Mass.; and John M. Woolsey, Jr., 16 Channing Place, Cambridge 38, Mass.

SIXTH. The corporation is to have perpetual existence.

SEVENTH. The private property of the members, Directors, or officers shall not be subject to the payment of corporate debts.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the following provisions for the management of the corporation's business and the conduct of its affairs, and which create, define, limit and regulate the powers of the corporation and of the incorporators, Directors, and members, are included in this Certificate of Incorporation:

- (a) The incorporators shall hold their first meeting at a time and place within or without the State of Delaware as they shall determine, subject to the requirements of the statutes as to notice of such meeting, and each incorporator may be represented at such meeting by a proxy, who may but need not be one of the other

incorporators, who shall be appointed in a writing to be filed with the records of the meeting and who may with full propriety also be appointed so to represent one or more additional incorporators. Such meeting may be held with full propriety if one or more of the incorporators is present in person and if each incorporator not so present is represented by a proxy as above provided.

- (b) In addition to the other powers and duties conferred upon the incorporators by law and by this Certificate of Incorporation the incorporators may adopt the original By-Laws of the corporation. Thereafter the members of the corporation shall have the power to make, alter or repeal the By-Laws in accordance with the provisions thereof.
- (c) Meetings of the members may be held without the State of Delaware if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.
- (d) The number of Directors shall be such number as the incorporators may determine at their first meeting and thereafter as may be determined by the members in the manner which shall be set forth in the By-Laws, provided that such number shall be at least five (5) and not more than twenty-five (25). The terms of office of the Directors shall be such terms as shall be set forth in the By-Laws and the powers of the Directors shall be such powers as shall be set forth in the By-Laws.
- (e) Unless otherwise required by law no election of members, Directors or officers need be by ballot.
- (f) In case of the dissolution of the corporation no dividends or other distribution of any of the property or assets of the corporation remaining after the winding up of its affairs shall be made to any incorporator, member, Director or officer thereof, but all such remaining property and assets shall in such case be paid over to such successor nonprofit corporation organized for scientific, educational or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be designated by the members in accordance with the By-Laws at the time of dissolution to take over all or substantially all of the functions and purposes of the corporation, or, if no such successor corporation is so designated, all such remaining property and assets shall be paid over to such nonprofit corporation or corporation organized and operated for scientific, educational, or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be so designated by the members, or applied to accomplish the general purposes for which the corporation is organized in such manner as the proper court having jurisdiction may direct.

NINTH. The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner provided by law provided that such amendment, alteration or repeal is declared advisable by a resolution adopted by the Board of Directors and is thereafter approved by the affirmative vote of three-fifths (3/5) of all the members at any meeting of the members, and all rights conferred on members herein are granted subject to this reservation. No such amendment, alteration or repeal shall be made which would so change the nature of the business to be transacted or carried on or the objects or purposes to be promoted as to include any business, object or purpose which would not be exclusively scientific, educational, or otherwise charitable, or which would permit any part of the net earnings or of any other funds of the corporation to inure to the benefit of any individual or member or person having a personal or private interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, Directors and members of reasonable compensation for services actually rendered to the corporation), or would permit the corporation to carry on propaganda or otherwise influence legislation, or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

TENTH. No member, director, or officer of this Corporation shall be personally liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a member, director or officer, except for liability (i) for any breach of the individual's duty of loyalty to this Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to eliminate or limit further the liability of a member, director or officer, then, in addition to the elimination of liability provided by the preceding sentence, the liability of each member, director or officer shall be eliminated to the fullest extent or limited to the fullest extent provided or permitted by the Delaware General Corporation Law. Any appeal or modification of this Article shall not adversely affect any right or protection of a director under this Article, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

ELEVENTH. This Corporation shall, to the fullest extent permitted by Delaware law as in effect from time to time, indemnify any person against all liability and expense (including attorney's fees) incurred by reason of the fact that he or she is or was a member, director or officer of this Corporation, or while serving as a member, director or officer of this Corporation, or if he or she is or was serving at the request of this Corporation as a member, director, or officer of, or in any similar managerial or fiduciary position of, or an employee or agent of, another corporation, partnership, joint venture, trust association or other entity. Expenses (including attorney's fees) incurred in defending an action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding to the full extent and under the circumstances permitted by Delaware General Corporation Law. This Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, fiduciary, or agent of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability under the provisions of this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under

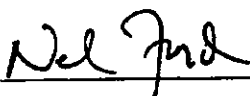
this Certificate of Incorporation, any by-law, agreement, vote of members or disinterested directors, statute, or otherwise, and shall inure to the benefit of their heirs, executors and administrators. The provisions of this Article shall not be deemed to preclude this Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board of Directors or the members may determine in a specific instance or by resolution of general application.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President and by its Corporate Secretary, on the 8th day of February, 2011.

THE UNDERSIGNED acknowledges this Restated Certificate of Incorporation to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

Attest:

LOGISTICS MANAGEMENT INSTITUTE



Nelson M. Ford, President and C.E.O.

By:  (SEAL)

Manik K. Rath, Senior Vice President,
General Counsel and Corporate Secretary