

M00000002100

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/5

600003415146--8
-10/05/00--01070--016
****125.00 ****125.00

Corporation(s) Name

 Infrapool Acquisition LLC

RECEIVED
 OCT 5 12:12 PM '00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Withdrawal
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> UBR
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> UCC () 1 or () 3	<input type="checkbox"/> Ch. RA

***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> parts/amends/mergers <input type="checkbox"/> Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield
Thank You!

M00-2100
Al



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 2000

CT CORP.
JB

SUBJECT: INTERPOOL ACQUISITION L.L.C.
Ref. Number: W00000024239

*Waiver
pick up*

We have received your document for INTERPOOL ACQUISITION L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

please check desk

Thanks

Letter Number: 400A0005285

09 OCT -5 PM 5:00

FILED

00 OCT -6 AM 11:17

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Attw

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Interpool Acquisition L.L.C. (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 13-3467669 (FEI number, if applicable)

4. September 27, 2000 (Date of Organization) 5. 29 Years (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing. (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 211 College Road East, Princeton, NJ 08540 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The usual business addresses of the managing members or managers are as follows:

Interpool, Inc. 211 College Road East, Princeton, NJ 08540

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Leasing of intermodel transportation equipment

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) William Geoghan, Sr. Vice President of Interpool Inc. - Member Typed or printed name of signee

FILED 00 OCT -5 PM 5:00 SECRETARY OF STATE TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Interpool Acquisition L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

00 OCT -5 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERPOOL ACQUISITION L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3294694 8300

AUTHENTICATION: 0713102

001498952

DATE: 10-03-00