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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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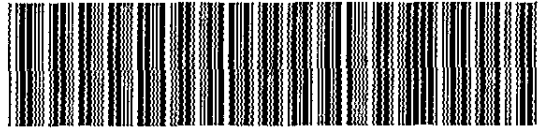
(Business Entity Name)

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ALLIANCE CORPORATIONS
ALLIANCE, FLORIDA

J. BRYAN JUL 29 2003



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VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

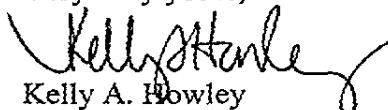
RE: Brambles Services, Inc.

Dear Sir or Madam:

Enclosed are duplicate original Applications for Certificate of Authority on behalf of the above referenced corporation to be filed with your office. Also enclosed are a certificate of good standing issued by the State of Delaware and our check in the amount of \$78.75 to cover the required filing fee. Please return evidence of filing to my attention once available. I have enclosed a self-addressed stamped envelope for your convenience.

If you have any questions or problems, please contact me at (404) 815-6328. Thank you for your assistance in this matter.

Very truly yours,


Kelly A. Howley
Paralegal

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.

1. Brambles Services, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. 06-30-03

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification"
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 555 North Point Center East, Third Floor, Alpharetta, GA 30022

(Principal office address)

555 North Point Center East, Third Floor, Alpharetta, GA 30022

(Current mailing address)

8. holding company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: [Signature]

(Registered agent's signature)

Allan Farnell, Assistant Vice
President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. T. Douglas Duskin, Vice President

(Typed or printed name and capacity of person signing application)

BRAMBLES SERVICES, INC.

Officers and Directors

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Melissa L. Schmidt	President, Vice President – Tax & Director	555 North Point Center East Third Floor Alpharetta, GA 30022
T. Douglas Duskin	Vice President, Secretary, Treasurer & Director	555 North Point Center East Third Floor Alpharetta, GA 30022
Robert V. Farrell	Director	1 Macquarie Place Level 40, The Gateway Sydney, NSW 2000 Australia
Lorraine Young	Director	57-59 St. James' Street London, SW1A1LD, England
Robin Cleavenger	Assistant Secretary	555 North Point Center East Third Floor Alpharetta, GA 30022
Kelly Howley	Assistant Secretary	1100 Peachtree Street Suite 2800 Atlanta, GA 30309
Daniel T. Falstad	Assistant Secretary	1100 Peachtree Street Suite 2800 Atlanta, GA 30309

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JAMES H. CORPORATION
TALLAHASSEE, FLORIDA

Delaware

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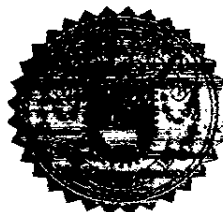
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRAMBLES SERVICES, 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 JUNE, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRAMBLES SERVICES, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JUNE, A.D. 2003.

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CORPORATIONS
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2502832

DATE: 06-30-03