

**GARDERE**

attorneys and counselors ■ [www.gardere.com](http://www.gardere.com)

Direct: 713-276-5944

March 18, 2002

**By Federal Express**

Florida Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
ph. (850) 245-6050

800005134478--8  
-03/19/02--01058--001  
\*\*\*\*105.00 \*\*\*\*\*35.00

Re: IFCO Systems North America, Inc.; Gardere No. 118089.64

Ladies and Gentlemen:

Enclosed please find duplicate originals, plus an acknowledgment copy, for each of the following documents:

- 1) Articles of Amendment to Articles of Incorporation of IFCO ICS-Georgia, Inc., changing its name to IFCO Systems Georgia, Inc.;
- 2) Articles of Amendment to Articles of Incorporation of IFCO ICS-Florida, Inc., changing its name to IFCO Systems Zellwood, Inc.; and
- 3) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for IFCO ICS-Miami, Inc., changing its name to IFCO Systems Miami, Inc., along with original Certificate of Amendment of Certificate of Incorporation from Delaware Secretary of State.

If you would kindly file these documents and return a file-stamped copy of each document in the enclosed pre-addressed, pre-paid Federal Express envelope, I would appreciate it.

Please also find check no. 032797 in the amount of \$105 to cover the filing fees.

Thank you very much for your attention to this matter. If you have any questions, please do not hesitate to call me collect at (713) 276-5944.

Very truly yours,

  
Nancy McCormick  
Legal Assistant to Beth Bjerke

HOUSTON 606876v1

GARDERE WYNNE SEWELL LLP  
1000 Louisiana, Suite 3400, Houston, Texas 77002-5007 ■ 713.276.5500 Phone ■ 713.276.5555 Fax

**FILED**  
02 MAR 19 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ps 3/25/02 ✓  
NC

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

02 MAR 19 PM 3:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IFCO ICS-GEORGIA, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I. NAME      The name of the corporation is. IFCO Systems Georgia, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: November 19, 2001

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient  
for approval by \_\_\_\_\_"  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26<sup>th</sup> day of February, 2002

Signature

Calvin Lee

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Calvin Lee

Typed or printed name

President

Title