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MERGER OR SHARE EXCHANGE

IFCO SYSTEMS GEORGIA, INC.

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| Certificate of Status | 0       |
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## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105.

FIRST: The name and jurisdiction of the surviving corporation is as follows:

| <u>Name</u>     | <u>Jurisdiction</u> |
|-----------------|---------------------|
| Drum Subs, Inc. | Delaware            |

SECOND: The name and jurisdiction of the merging corporations are as follows:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| IFCO Systems Georgia, Inc. | Florida             |

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THIRD: Attached hereto as Exhibit A is the Plan of Merger.

FOURTH: The merger shall become effective on the date the articles of merger are filed with the Florida Department of State.

FIFTH: Adoption of the merger by the surviving corporation was approved by the shareholders of the surviving corporation on July 1, 2003.

SIXTH: Adoption of the merger by the merging corporations was adopted by the shareholders of each merging corporation on July 1, 2003.


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IN WITNESS WHEREOF, the undersigned corporations have caused this instrument to be executed by and on their behalf and in their corporate names on June 31, 2003.  
July 8

DRUM SUBS, INC.  
IFCO SYSTEMS GEORGIA, INC.  
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Haskell "Buddy" Ross  
President and Secretary

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EXHIBIT A

[Attach Plan of Merger]

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of July 29, 2003, by and between IFCO Systems Charlotte, Inc., a Delaware corporation, ERC Systems, Inc., a Colorado corporation, IFCO Systems Georgia, Inc., a Florida corporation, IFCO Systems Miami, Inc., a Delaware corporation, IFCO Systems Michigan, Inc., a Michigan corporation, IFCO Systems Minnesota, Inc., a Minnesota corporation, IFCO Systems Minneapolis, Inc., a Minnesota corporation, IFCO Systems South Carolina, Inc., a Delaware corporation, IFCO Systems Washington, Inc., a Delaware corporation and Montebello IFCO Systems, Inc., a Delaware corporation (collectively, the "Merging Companies"), and Drum Subs, Inc., a Delaware corporation (the "Surviving Company") (the Merging Companies and the Surviving Company are sometimes collectively referred to herein as the "Constituent Corporations").

**WITNESSETH:**

WHEREAS, the Constituent Corporations desire to effect a merger (the "Merger"), whereby the Merging Companies will be merged with and into the Surviving Company and the outstanding shares of stock of each of the Merging Companies will be exchanged for shares of common stock of the Surviving Company upon the terms and conditions set forth in this Merger Agreement; and

WHEREAS, the Board of Directors of the Merging Companies have approved this Merger Agreement and the Board of Directors of the Merging Companies have directed that it be submitted to their stockholders for approval and adoption, and such stockholders have approved and adopted this Merger Agreement, as required by applicable law;

WHEREAS, the Board of Directors of the Surviving Company has approved this Merger Agreement and the Board of Directors of the Surviving Company has directed that it be submitted to its stockholder for approval and adoption, and such stockholder has approved and adopted this Merger Agreement, as required by applicable law

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and covenants contained herein, and for the purpose of prescribing the terms and conditions of the Merger, and such other details and provisions as the parties hereto deem necessary or desirable, the parties hereto agree as follows:

1.1 At the Effective Time (as defined below), the Merging Companies shall be merged with and into the Surviving Company, and the Surviving Company, as the Surviving Company, shall continue to exist under and be governed by the laws of the State of Delaware. The registered office of the Surviving Company in the State of Delaware will continue to be located at 615 South DuPont Highway, City of Dover, County of Kent, 19901, and its registered agent at such address will continue to be Capitol Services.

1.2 Except as may otherwise be set forth in this Merger Agreement, the corporate existence and identity of the Surviving Company, as the Surviving Company, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and

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unimpaired by the Merger, and the corporate existence and identity of each of the Merging Companies, with all their purposes, powers, franchises, privileges, rights and immunities, at the Effective Time, shall be merged with and into the Surviving Company, as the Surviving Company, and the Surviving Company shall be vested fully therewith, and the separate corporate existence and identity of each of the Merging Companies shall thereafter cease, except to the extent continued by applicable law.

## ARTICLE TWO

Upon the filing in the State of Delaware, the Merger shall become effective as of the date of the issuance by the Secretary of State of Delaware of a Certificate of Merger in accordance with the Delaware General Corporation Law. The time when the Merger shall become effective, as defined by this Article Two, is herein called the "Effective Time."

## ARTICLE THREE

3.1 The Certificate of Incorporation of the Surviving Company in effect at the Effective Time shall constitute the Certificate of Incorporation of the Surviving Company until further amended, altered or repealed in the manner provided by law.

3.2 The By-Laws of the Surviving Company in effect at the Effective Time shall be the By-Laws of the Surviving Company until amended, altered or repealed in the manner provided by law.

3.3 The officers and directors of the Surviving Company duly acting immediately prior to the Effective Time shall be the officers and directors of the Surviving Company after the Effective Time, and shall serve in such capacities in accordance with the By-Laws of the Surviving Company until the next annual meeting of stockholders of the Surviving Company or until their respective successors are elected and qualified.

3.4 All corporate acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Corporations, their respective, stockholders, Boards of Directors, committees elected or appointed by their Boards of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes on and after the Effective Time as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect to the Constituent Corporations immediately prior to the Effective Time.

## ARTICLE FOUR

4.1 The obligations of the Surviving Company and the Merging Companies outstanding immediately before the Effective Time shall continue after the Effective Time as obligations of the Surviving Company.

4.2 At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or their respective stockholders, each share of each of the Merging Companies' common stock issued and outstanding as of the Effective Time shall be

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converted into the right to receive a like number of shares of the Surviving Company common stock. At the Effective Time, all shares of the Merging Companies outstanding immediately prior to the Effective Time shall automatically be canceled and retired and shall cease to exist, and each certificate previously evidencing any such shares shall thereafter represent the right to receive, upon the surrender of such certificate, the same number of shares of the Surviving Company common stock as is represented thereby.

#### ARTICLE FIVE

5.1 At the Effective Time, all rights, title and interests to all property owned by each of the Constituent Corporations shall be allocated to and vested in the Surviving Company without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon.

5.2 The Surviving Company shall, at the Effective Time and thereafter, be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, and a proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur, or the Surviving Company may be substituted in the proceeding in place of any Constituent Corporation.

5.3 The Surviving Company shall, at the Effective Time and thereafter, be responsible for the payment of all fees and franchise taxes of the Merging Companies, and the Surviving Company will be obligated to pay such fees and franchise taxes if the same are not timely paid.

#### ARTICLE SIX

6.1 This Merger Agreement may be executed by the parties hereto in counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one instrument.

6.2 Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of the Merging Companies and the Surviving Company at any time before the Effective Time.

6.3 This Merger Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the parties hereto.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Merger Agreement to be executed by and on its behalf and in its corporate name as of the date first above written.

DRUM SUBS, INC.  
ERC SYSTEMS, INC.  
IFCO SYSTEMS CHARLOTTE, INC.  
IFCO SYSTEMS GEORGIA, INC.  
IFCO SYSTEMS MIAMI, INC.  
IFCO SYSTEMS MICHIGAN, INC.  
IFCO SYSTEMS MINNESOTA, INC.  
IFCO SYSTEMS MINNEAPOLIS, INC.  
IFCO SYSTEMS SOUTH CAROLINA, INC.  
IFCO SYSTEMS WASHINGTON, INC.  
MONTEBELLO IFCO SYSTEMS, INC.

  
Haskell "Buddy" Ross, President and Secretary

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