

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
PODS FRANCHISE ACQUISITION COMPANY 5, LLC

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**ARTICLES OF ORGANIZATION
OF
PODS FRANCHISE ACQUISITION COMPANY 5, LLC**

The undersigned hereby certifies that the following Articles of Organization are hereby adopted for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I

Name

The name of the Limited Liability Company shall be PODS Franchise Acquisition Company 5, LLC.

ARTICLE II

Duration; Effective Date

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

ARTICLE III

Address; Principal Office

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 5585 Rio Vista Drive, Clearwater, FL 33760.

ARTICLE IV

Initial Registered Office and Registered Agent

The address of the initial registered office of the Limited Liability Company is 5585 Rio Vista Drive, Clearwater, FL 33760, and the name of its initial registered agent at such address is Aaron B. Parker.

ARTICLE V

Purpose

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI

Management

Management of the Limited Liability Company is reserved to its Member in accordance with the Operating Agreement of the Limited Liability Company.

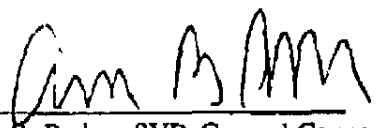
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The undersigned, being the Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of PODS Franchise Acquisition Company 5, LLC.

Executed by the undersigned on the 9th day of November, 2011.

Member:
PODS Enterprises, Inc.

By:


Aaron B. Parker, SVP, General Counsel, and
Secretary

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the PODS Franchise Acquisition Company 5, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 9th day of November, 2011.



Aaron B. Parker