

P05000063038

(Requestor's Name)

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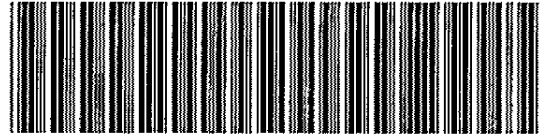
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL 32317

05 JUL 15 PM 3:10

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05 JUL 15 PM 11:18

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JUL 15 2005
10:15 AM

Amend.

C. Coulllette JUL 15 2005



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July 15, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

PODS Enterprises, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PODS ENTERPRISES, INC.

FILED
05 JUL 15 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is PODS ENTERPRISES, INC.
2. New Article XII of this Corporation's Articles of Incorporation is hereby added to provide as follows:

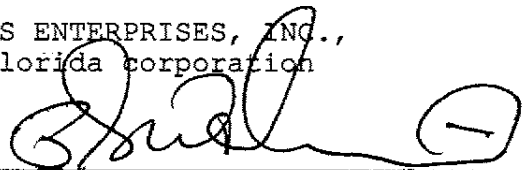
"ARTICLE XII
"Parent Stockholder Protective Provision"

"This Corporation may not take any action that would require the prior consent of or provision of notice to all or any portion of the holders of the Series A Preferred Stock (the "Series A Holders") of PODS, Inc., a Florida corporation (the "Parent") under the provisions of Parent's Bylaws, Articles of Incorporation or other stockholders' or voting agreements (collectively, as amended, the "Operative Parent Documents") if the same action were to be taken by Parent, unless this Corporation first obtains the same consent of or provides the same notice to the Series A Holders as would be required under the Operative Parent Documents if such action were taken by Parent; provided, however, that except in connection with a "Liquidity Event" as defined in the Articles of Amendment Relating to Series A Preferred Stock of Parent, which is one of the Operative Parent Documents, in no event shall the Corporation be required to obtain the consent of the Series A Holders to declare a dividend or make distributions to Parent."

4. This Amendment has been adopted by unanimous Written Action of the sole Shareholder and all of the members of the Board of Directors of the Corporation dated as of July 1, 2005, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 14th day of July, 2005.

PODS ENTERPRISES, INC.,
a Florida corporation

By: 
Peter S. Warhurst, President