

FROM : FLORIDA FILING

FAX NO. : 8506683398

Dec. 22 2003 07:20PM P1

Division of Corporations

Page 1 of 1

0500016625

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000290774 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

05 DEC 22 PM 12:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

FLORIDA PROFIT CORPORATION OR P.A.

IFCO N.A. FINANCE CO.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

12/23/03

H 0 5 0 0 0 2 9 0 7 7 4

FILED
05 DEC 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IFCO N.A. FINANCE CO.

THE UNDERSIGNED, acting as sole incorporator of IFCO N.A. FINANCE CO. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

ARTICLE 1

Name

The name of the Corporation is: IFCO N.A. FINANCE CO.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation is 5401 West Kennedy Boulevard, Suite 711, Tampa, Florida 33609 and its mailing address is 5401 West Kennedy Boulevard, Suite 711, Tampa, Florida 33609. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 100,000 shares, all of which shares shall be voting Common Stock having a par value of \$0.01 per share, designated "Common Stock." Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

H 0 5 0 0 0 2 9 0 7 7 4

H 0 5 0 0 0 2 9 0 7 7 4

ARTICLE 5
Shareholder Action

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of voting Common Stock of the Corporation shall be required for any Shareholder action.

ARTICLE 6
Board of Directors

There shall initially be two (2) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

Richard Hamlin
IFCO Systems North America, Inc.
5401 West Kennedy Boulevard
Suite #711
Tampa, Florida 33609

David Russell
IFCO Systems North America, Inc.
5401 West Kennedy Boulevard
Suite #711
Tampa, Florida 33609

Thereafter, the number of directors of the Corporation may be fixed in accordance with the Bylaws of the Corporation, but shall in no event be less than one (1).

ARTICLE 7
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1333 North Duval Street, Tallahassee, Florida 32303, and the initial Registered Agent at such address is Capitol Corporate Services, Inc.

ARTICLE 8
Incorporator

The name and address of the sole Incorporator of the Corporation is: Robert H. Mace, Jr., Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

H 0 5 0 0 0 2 9 0 7 7 4

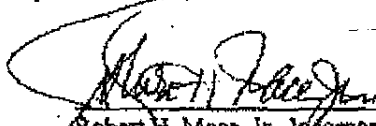
FROM : FLORIDA FILING

FAX NO. : 8506683398

Dec. 22 2003 02:20PM P4

H 0 5 0 0 0 2 9 0 7 7 4

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 22nd day of December, 2005.


Robert H. Mace, Jr., Incorporator


FILED
05 DEC 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 22nd day of December, 2005.

CAPITOL CORPORATE SERVICES, INC.

By: 
Name: Boyle Wundt
Title: Asst. Secretary

H 0 5 0 0 0 2 9 0 7 7 4