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MERGER OR SHARE EXCHANGE

PODS, Inc.

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ARTICLES OF MERGER

OF

**PODS ACQUISITION CORPORATION, INC.,
a Florida Corporation**

WITH AND INTO

**PODS, INC.,
a Florida corporation**

FILED
07 DEC 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the
Florida Business Corporation Act

On this 19th day of December 2007, PODS Acquisition Corporation, Inc., a Florida corporation, and PODS, Inc., a Florida corporation, for the purpose of merging pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby certify that:

1. The name and jurisdiction of the surviving corporation are as follows:

Name: PODS, Inc.
Jurisdiction: Florida

2. The name and jurisdiction of each merging corporation are as follows:

Name: PODS, Inc.
Jurisdiction: Florida

Name: PODS Acquisition Corporation, Inc.
Jurisdiction: Florida

3. The following plan of merger (the "**Plan of Merger**") is submitted in compliance with section 607.1101 of the Florida Business Corporation Act, and in accordance with the laws of any other applicable jurisdiction of incorporation.

3.1 The merging corporations are PODS, Inc., a Florida corporation (the "**Company**"), and PODS Acquisition Corporation, Inc., a Florida corporation ("**Merger Sub**"), Merger Sub shall merge with and into the Company (the "**Merger**"), and the name of the Surviving Corporation shall be PODS, Inc., a Florida corporation (the "**Surviving Corporation**").

- 3.2 The terms and conditions of the Merger are as follows:

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(a) each share of common stock and preferred stock of the Company issued and outstanding immediately prior to the effective time of the Merger (other than dissenting shares) shall be converted into the right to receive the per share merger consideration in cash and such shares of capital stock (other than dissenting shares) shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and any certificate formerly representing any of such shares shall thereafter represent only the right to the portion of the merger consideration in cash;

(b) each dissenting share of common stock and preferred stock of the Company shall entitle to its holder only the rights accorded by the Florida Business Corporations Act and shall not receive any portion of the merger consideration;

(c) each then-outstanding option to purchase shares of common stock of the Company shall be cancelled and converted into the right to receive the option consideration in cash;

(d) each then-outstanding amended warrant to purchase shares of common stock in the Company shall be cancelled and converted into the right to receive the warrant consideration in cash;

(e) each share of common stock of Merger Sub issued and outstanding immediately prior to the effective time of the Merger shall be converted into one share of common stock of the Surviving Corporation, and such common stock of the Surviving Corporation issued on that conversion will constitute all of the issued and outstanding shares of capital stock of the Surviving Corporation immediately following the effective time of the Merger;

(f) the Articles of Incorporation of the Surviving Corporation shall be amended so as to read in its entirety as the Articles of Incorporation of Merger Sub as in effect immediately before the effective time of the Merger, except that the name of the Surviving Corporation shall continue to be PODS, Inc., all as set forth in the Amended and Restated Articles of Incorporation attached hereto as **Exhibit A**. Said Amended and Restated Articles of Incorporation shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law;

(g) the bylaws of the Surviving Corporation shall be amended so as to read in their entirety as did the bylaws of Merger Sub as in effect immediately before the effective time of the Merger, except that references to Merger Sub's name shall be replaced by references to PODS, Inc.;

(h) the officers of the Surviving Corporation immediately after the effective time of the Merger shall be the officers of the Company immediately before the effective time of the Merger; and

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(i) the directors of the Surviving Corporation immediately after the effective time of the Merger shall be the directors of Merger Sub immediately before the effective time of the Merger.

4. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the shareholders of the Company on November 9, 2007, which vote is sufficient for approval.

6. The Plan of Merger was adopted by the shareholders of Merger Sub on November 9, 2007, which vote is sufficient for approval.

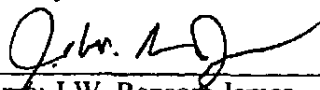
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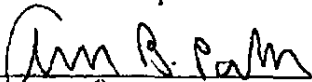
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the date first written above and are being filed in accordance with Sections 607.1105 and 607.0120 of the Florida Business Corporation Act by a duly authorized officer for each party.

**PODS Acquisition Corporation, Inc., a
Florida corporation**

By: 
Name: J.W. Ransom James
Title: President and Chief Executive Officer

PODS, Inc., a Florida corporation

By: 
Name: Aaron Parker
Title: SVP / General Counsel

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**RESTATED ARTICLES OF INCORPORATION
OF
PODS, INC.
a Florida corporation**

Pursuant to the provisions of Sections 607.1007 of the Florida Business Corporation Act (the "FBCA"), PODS, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

FIRST: The name of the corporation is PODS, Inc. (the "Corporation").

SECOND: The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I.
NAME**

The name of the Corporation is PODS, Inc. (the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE; ADDRESS; REGISTERED AGENT**

The mailing address of the principal office and the registered office of the Corporation is 5585 Rio Vista Drive, Clearwater, Florida 33760. The name of the registered agent at such address is Aaron B. Parker.

**ARTICLE III.
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100) shares of common stock, par value \$0.01 per share.

**ARTICLE IV.
DIRECTORS**

4.1 Number. The Board of Directors of the Corporation (the "Board") shall consist of that number of members as may be determined from time to time by resolution of the Board.

4.2 Powers. In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the statutes of the State of Florida and of these Articles of Incorporation, and to any bylaws from time to time adopted; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

4.3 Bylaws. The Board is expressly authorized to adopt, amend and repeal the Bylaws of the Corporation.

EXHIBIT "A"

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**ARTICLE V.
DIRECTOR LIABILITY**

The directors of the Corporation shall be entitled to the full benefits of all limitations on the liability of directors generally that are now or hereafter become available under the Florida Business Corporation Act (the "FBCA"). Without limiting the generality of the foregoing, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA or (iv) for any transaction from which the director derived an improper personal benefit. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. Any repeal or modification of this provision shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

THIRD: The foregoing amendment and restatement was approved by (a) the holders of the requisite number of shares of the Corporation by written consent dated November 13, 2007 in accordance with Section 607.1003 of the FBCA, which vote is sufficient to approve the adoption of the amendment and restatement and (b) all of the members of the Board of Directors of the Corporation by written consent dated as of November 9, 2007 in accordance with Section 607.1003 of the FBCA, which vote is sufficient to approve the adoption of the amendment and restatement.

FOURTH: The amendment and restatement was duly adopted in accordance with the provisions of Section 607.1001, 607.1003, 607.1004 and 607.1007 of the FBCA.

* * * * *

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IN WITNESS WHEREOF, these Restated Articles of Incorporation have been duly executed by a duly authorized officer of the Corporation this 19th day of December, 2007.

PODS, INC.

By:

Name:

Title:

Ann B. Palm
Ann B. Parker
SVP, General Counsel

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