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CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500001658855

-12/13/95--01011--017

*****52.50 *****52.50

500001658855

-12/11/95--01049--004

*****70.00 *****70.00

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TALLAHASSEE FLORIDA

Thrifty Car Rental Finance Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious name Filing

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ After 4:30

☒ Pick Up

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3:00

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Thrifty Car Rental Finance Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Oklahoma

(State or country under the law of which it is incorporated)

3. 73-1483651

(FEI number, if applicable)

4. November 9, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 5330 East 31 Street, Suite 100, Tulsa, Oklahoma 74135

(Current mailing address)

8. See Attached Rider A for description of purpose

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Ann Marie Cummins

(Registered agent's signature) (Officer)

ANN MARIE CUMMINS
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald M. Himelfarb

Address: 5330 East 31 Street, Suite 100

Tulsa, Oklahoma 74135

Vice Chairman: _____

Address: _____

Director: Roger P. Bay

Address: 600 S College Avenue

Tulsa, Oklahoma 74104

Director: Lee H. Davis

Address: 320 S Boston, Suite 1000

Tulsa, Oklahoma 74103

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Pamela S. Peck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pamela S. Peck, Vice President
(Typed or printed name and capacity of person signing application)

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
Thrifty Car Rental Finance Corporation**

1. Steven B. Hildebrand, President
5330 East 31 Street, Suite 100
Tulsa, Oklahoma 74135
2. Randall J. Holder, Secretary
5330 East 31 Street, Suite 100
Tulsa, Oklahoma 74135
3. Pamela S. Peck, Vice President/Treasurer
5330 East 31 Street, Suite 100
Tulsa, Oklahoma 74135
4. James R. Ryan, Assistant Secretary
5330 East 31 Street, Suite 100
Tulsa, Oklahoma 74135
5. Robert S. Erickson, Assistant Secretary
5330 East 31 Street, Suite 100
Tulsa, Oklahoma 74135

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RIDER A

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage exclusively in the following business and financial activities:

- (a) to acquire, own, hold, enter into, service, sell, assign, pledge, finance, refinance and otherwise deal with from time to time loans or leases arising out of or relating to the sale, financing or lease of motor vehicles of all kinds, to be used in the consumer daily car rental business and related agreements, instruments, documents and rights (collectively, "Receivables");
- (b) to acquire, own, hold, service, sell, assign, pledge, finance, refinance and otherwise deal with (i) motor vehicles, the manufacturer repurchase or guaranteed depreciation programs relating to such motor vehicles, proceeds from claims on insurance policies related thereto, and any proceeds or further rights associated with any of the foregoing and (ii) the collateral securing the Receivables, including without limitation, security interests in the motor vehicles financed thereby and the manufacturer repurchase or guaranteed depreciation programs relating to such motor vehicles, proceeds from claims on insurance policies related thereto, and any proceeds or further rights associated with any of the foregoing (collectively, "Collateral");
- (c) to authorize, issue, sell and deliver notes, including medium term notes ("Notes"), one or more series or classes of participation certificates or other evidences of interests ("Certificates") or one or more series or classes of bonds, notes (including variable funding notes) or other evidences of indebtedness ("Other Debt");
- (d) to authorize, issue, sell and deliver Notes, Certificates or Other Debt secured or collateralized by Receivables and Collateral;
- (e) to use or lend the proceeds of the Notes, the Certificates or the Other Debt to one or more affiliates pursuant to one or more loan agreements for the purchase or financing of motor vehicles of all kinds, used or useful for the transportation of persons or property;
- (f) to extend credit and lend monies to affiliates evidenced by one or more revolving notes ("Revolving Notes");

- (g) to negotiate and accept delivery of Revolving Notes;
- (h) to purchase or otherwise acquire obligations issued or guaranteed by the United States or any agency or instrumentality thereof, demand deposits of, time deposits in, or certificates of deposit issued by depository institutions or trust companies (including commercial banks), commercial paper, bankers' acceptances, investments in money market funds, repurchase agreements and similar instruments and obligations;
- (i) to grant security interests in its assets to secure its obligations under the Notes, the Certificates or the Other Debt;
- (j) to negotiate, authorize, execute, deliver, assume the obligations under, and perform, any agreement or instrument or document relating to the activities set forth in clauses (a) through (g) above, including, without limitation, any loan agreement, indenture, master collateral agency agreement, master motor vehicle lease and servicing agreement, collateral sharing agreement, intercreditor agreement, underwriting agreement, placement agreement and note purchase agreement; and
- (k) to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Oklahoma that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

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OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I **FURTHER CERTIFY** that THRIFTY CAR RENTAL FINANCE CORPORATION

whose registered agent is: The Corporation Company
with its registered office at 735 First National Building, Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this
December, 1995.

Sam Cole
Secretary of State

By: Karl Jones

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