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WALTER B. HALL (1923-1986)
FRED S. NELSON (1928-1987)

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December 8, 1997

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

7000002366897--6
-12/09/97--01063--015
*****35.00 *****35.00

Re: Amend Certificate of Authority for Thrifty Car Rental Finance Corporation

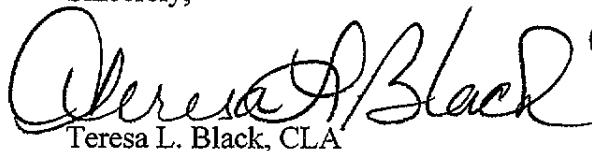
Dear Secretary of State:

Enclosed for filing with your office are duplicate originals plus two copies of the Application to Amend the Certificate of Authority of Thrifty Car Rental Finance Corporation changing its name to Rental Car Finance Corp. Also enclosed is our firm check in the amount of \$35.00.

Please process the enclosed as soon as possible and return evidence of this filing to me at the above address.

Should you have any questions, please call me.

Sincerely,


Teresa L. Black, CLA

/tlb

Enclosures

cc: Steven B. Hilderbrand, President (w/out enc.)
Rental Car Finance Corp.

TLB-2351.MRG

Name change

FILED
97 DEC -9 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

97 DEC -9 PM 12:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Thrifty Car Rental Finance Corporation
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Oklahoma
3. Date authorized to do business in Florida: December 11, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 3, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Rental Car Finance Corp.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

Pamela S. Peck

Signature

Name and Title

Pamela S. Peck, Vice President

December 4, 1997

Date

OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE
(DOMESTIC NAME CHANGE)**

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 Amended Certificate of Incorporation was filed in this office on the 3rd day of December, 1997, by THRIFTY CAR RENTAL FINANCE CORPORATION, amending their corporate name to:

RENTAL CAR FINANCE CORP.



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 5th day of December, 1997.

Sam Cole

Secretary of State

By:

Walter L. Gentry

97 DEC -9 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA