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ACCOUNT NO. : 072100000032

REFERENCE : 642291 7155110
Patricia Meudt

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : June 27, 2002

ORDER TIME : 10:57 AM

ORDER NO. : 642291-600

700006139617--5

CUSTOMER NO: 7155110

CUSTOMER: Patricia Meudt, Legal Asst
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

CHANGE OF AGENT

NAME: PHH VEHICLE MANAGEMENT
SERVICES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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JP

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: PHH VEHICLE MANAGEMENT SERVICES, LLC

2. The mailing address of the limited liability company is : _____

307 International Circle, Mail Code-CP, Hunt Valley, MD 21030

05/27/1999

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3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

6. The name and address of the new registered agent and/or office:

Corporation Service Company

Name

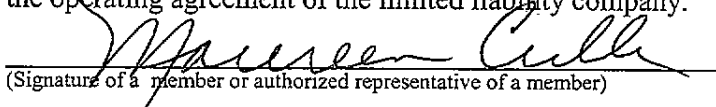
1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State and Zip

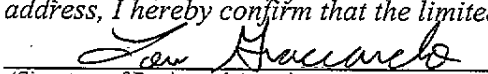
If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Maureen Cullen

(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent) Lou Giaccardo, Asst. Vice President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314