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96 AUG -1 AM 11:35
TALLAHASSEE, FLORIDA

July 22, 1996

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-08/02/96--01019--004
*****70.00 *****70.00

Division of Corporations
Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

To Whom it may concern:

Please find the enclosed Articles of Incorporation for:

BOULEVARD AUTO RENTAL, INC.
3530 TYRONE BLVD.
ST. PETERSBURG, FL. 33710

We are enclosing $70.00 for the filing fee.
Please process this and return filed copy to above address.

If you have any questions please call our Accountant at (813)784-5111.

Thank you very much

PH 8/2/96

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOULEVARD AUTO RENTAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida, by and under the provisions of the statutes of the state of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation shall be:

BOULEVARD AUTO RENTAL, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:
3530 TYRONE BLVD.
ST. PETERSBURG, FL. 33710

ARTICLE III. DURATION

This corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE IV. PURPOSE

The general purpose for which this corporation is organized includes the transaction of any or all lawfull business activities for which corporations may be incorporated under chapter 607 of the Florida statutes, and the transaction of any lawful activity as permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. GENERAL POWERS

This corporation shall have but not be limited to the following corporate powers to wit:

A. To have a corporate seal, which may be altered at pleasure, and to use same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situate.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

D. To lend money to and use its credit to assist its officers and employees in accordance with section 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest, in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the admininstration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

O. To offer any lawful tangible or intangible service, and to authorize its agents, directors, officers or employees to offer any such lawful tangible or intangible service under the protection of the corporation.

P. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE VI. SHARES OF STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having one cent ($0.01) par value per share. Each holder of common stock in this corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VII. PRE-EMPTIVE RIGHTS

The shareholders of this corporation shall have pre-emptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VIII. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:
3530 TYRONE BLVD., ST. PETERSBURG, FL. 33710

and JOSEPH M. FETT is the registered agent at that address.

ARTICLE IX. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officers or directors while acting in a corporate capacity.

ARTICLE XI. DIRECTORS

The powers of the Incorporator are to terminate upon filing of the certificate of incorporation, and the names and addresses of persons who are to serve as officers and directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

JOSEPH M. FETT - Director, President, Treasurer.
3530 Tyrone Blvd.
St. Petersburg, Fl. 33710

PAMELA L. FETT - Director, Secretary, Vice President.
3530 Tyrone Blvd.
St. Petersburg, Fl. 33710

The directors shall have power to make and to alter or amend the By-laws, to fix the amount to be registered as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the corporation.

The By-laws shall determine whether and to what extent the accounts and books, documents, or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the law or the By-laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep books, documents and papers of the corporation outside of the state of Florida at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

ARTICLE XII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

JOSEPH M. FETT
3530 TYRONE BLVD.
ST. PETERSBURG, FL. 33710

IN WITNESS WHEREOF, I the undersigned, for the purpose of forming a corporation under the laws of the State of Florida do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: 7/24/96
STATE OF FLORIDA
COUNTY OF PINELLAS

Joseph M. Fett
Incorporator

ACCEPTANCE BY REGISTERED AGENT

As the undersigned Registered Agent, I am familiar with the Florida statutes and responsibilities concerning this office and fully accept such.

Joseph M. Fett
Registered Agent

7/24/96
Date

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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN KC

PICK UP 8/5 11:00

____CERTIFIED COPY________

X PHOTO COPY________ ____CUS________

X FILING Amend.

1.) Boulevard Auto Rental Inc. Name Change Amend
(CORPORATE NAME & DOCUMENT #)

2.) ________
(CORPORATE NAME & DOCUMENT #)

300002257823--8
-08/05/97--01025--011
*****70.00 *****35.00

3.) ________
(CORPORATE NAME & DOCUMENT #)

4.) ________
(CORPORATE NAME & DOCUMENT #)

5.) ________
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6.) ________
(CORPORATE NAME & DOCUMENT #)

7.) ________
(CORPORATE NAME & DOCUMENT #)

8/5/97

8.) ________
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS

9.) ________
(CORPORATE NAME & DOCUMENT #)

10.) ________
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS________

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CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
BOULEVARD AUTO RENTAL, INC.

The following Article 1 of the Articles of Incorporation of BOULEVARD AUTO RENTAL, INC. (the "Corporation") is amended in accordance with Florida Statutes Chapter 607 to read as follows:

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97 AUG -5 AM 11: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be: BEST BUY RENT-A-CAR, INC.

This Amendment was approved and adopted by written action of the Board of Directors and shareholders of the Corporation effective as of July 31, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 31 day of July, 1997.

JOSEPH M. FETT, President

STATE OF FLORIDA)
:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 31st day of July, 1997, by JOSEPH M. FETT, who is personally known to me or who has produced FL Driver's License as identification.

Sherryl F. Breckman
NOTARY PUBLIC, State of Florida
Commission Expires:

SHERRYL F. BRECKMAN
MY COMMISSION # CC 405375
EXPIRES: December 22, 1998
Bonded Thru Notary Public Underwriters

JS\171811.1