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GOVAN, BURNS & JONES

A Partnership of Professional Associations
ATTORNEYS AND COUNSELLORS AT LAW

JAN T. GOVAN, P.A.
DOUGLAS J. BURNS, P.A.*
ROBERT J. JONES, P.A.**
*ALSO ADMITTED IN GEORGIA
**ALSO ADMITTED IN TENNESSEE

6500 CENTRAL AVENUE
ST. PETERSBURG, FL 33707
TELEPHONE (813)344-6555
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May 30, 1997

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

RE: ARTICLES OF INCORPORATION FOR:
NIKKO CAR RENTAL, INC.

Dear Madam or Sir:

Enclosed is the original and one copy of the Articles of Incorporation for **NIKKO CAR RENTAL, INC.**

Also enclosed is our check payable to the Secretary of State for \$70.00 for the filing fee.

If you should have any questions, please feel free to contact my office at (813) 344-6555.

Sincerely,

Robert J. Jones
Robert J. Jones

RJJ/bjf
Enclosures

FILED
97 JUN -4 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/5/97

ARTICLES OF INCORPORATION

OF

NIKKO CAR RENTAL, INC.

FILED

97 JUN -4 PM 2: 43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is NIKKO CAR RENTAL, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 2950 CENTRAL AVENUE, ST. PETERSBURG, FLORIDA 33733.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 COMMON SHARES.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are
ROBERT J. JONES, ESQUIRE
6500 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is:

RASHIE WITCHER
2428 - 2ND STREET, SOUTH
ST. PETERSBURG, FLORIDA 33705

ARTICLE X. OPTIONAL PROVISIONS.

The corporation shall have the power to carry on all businesses permitted under the laws of this State.

The duration of this corporation's existence is perpetual.

The undersigned has executed these articles of incorporation on
May 30th, 1997.

l.s.


RASHIE WITCHER, Incorporator

In the presence of:

Daphna Davis of Largo, Florida
First Witness

Dolores Sandra Pace of Largo, Florida
Second Witness

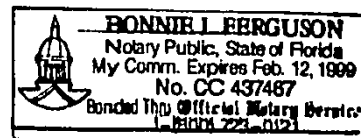
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared

RASHIE D. WITCHER to me known or identified by Florida Drivers License No. W326-724-72-191-D to be the person described in, and who executed the foregoing instrument AS THE INCORPORATOR, and he acknowledged and did take oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of May, 1997.

Bonnie J. Ferguson
NOTARY PUBLIC
My commission expires : 2-12-99



ACCEPTANCE BY THE REGISTERED AGENT

I, ROBERT J. JONES, 6500 Central Avenue, St. Petersburg, Florida 33707, do hereby accept appointment as Registered Agent of NIKKO CAR RENTAL, INC., together with the duties and responsibilities attaching to such appointment.

Robert J. Jones
ROBERT J. JONES

STATE OF FLORIDA
COUNTY OF PINELLAS

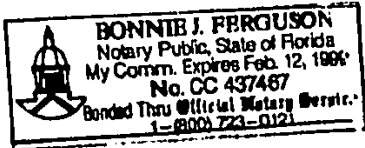
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid state and county to take oaths and acknowledgments, personally appeared to me known or identified by

_____ to be the person described in, and who executed the foregoing instrument, and she acknowledged and did take oath before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state aforesaid this 30th day of May, 1997.

Bonnie J. Ferguson
NOTARY PUBLIC

My commission expires: 9-12-99



FILED
97 JUN -4 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA