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EMPIRE CORPORATE KIT

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: PASS RENT-A-CAR, INC.

AUDIT NUMBER.....H97000017719

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OCT 24 AM 11:30

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PASS RENT-A-CAR, INC.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Pass Rent-A-Car, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on October 24, 1997 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 13727 SW 152 St. Suite 226, Miami FL 33177.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Fernando J. Valdes, 15621 SW 143 Ave. Miami FL 33177.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Fernando J. Valdes, 15621 SW 143 Ave. Miami FL 33177

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is Fernando J. Valdes, 15621 SW 143 Ave. Miami FL 33177.

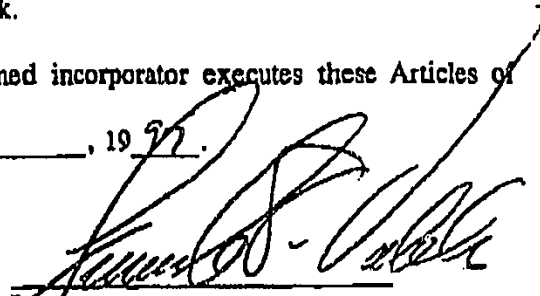
ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 24 day of October, 19 97.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

[Handwritten Signature]

Registered Agent

Date: 10/24/97

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TALLAHASSEE, FLORIDA