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CORPORATION(S) NAME

EFFECTIVE DATE

12/31/97

Merger

Value Rent-A-Car, Inc.

merging into:

Alamo Rent-A-Car, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VALUE RENT-A-CAR, INC., a Florida corporation 164117

INTO

ALAMO RENT-A-CAR, INC., a Florida corporation, 418683

File date: December 18, 1997, effective December 31, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
12/31/97

FILED
97 DEC 18 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
VALUE RENT-A-CAR, INC.
(a Florida corporation)
WITH AND INTO
ALAMO RENT-A-CAR, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Value Rent-A-Car, Inc., a Florida corporation, and Alamo Rent-A-Car, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger this 8 day of December, 1997 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Value Rent-A-Car, Inc., a Florida corporation ("Value") and Alamo Rent-A-Car, Inc., a Florida corporation ("Alamo"). Alamo is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the sole shareholder of Value on December 8, 1997 and by the Board of Directors and the sole shareholder of Alamo on December 8, 1997.
4. The effective date of the Merger shall be December 31, 1997.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed on the date first written above.

VALUE RENT-A-CAR, INC.

By: 

Name: James O. Cole

Title: Secretary

ALAMO RENT-A-CAR, INC.

By: 

Name: James O. Cole

Title: Secretary

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into this 8th day of December, 1997 between Alamo Rent-A-Car, Inc., a Florida corporation (the "Company") and Value Rent-A-Car, Inc., a Florida corporation (the "Merger Corp.").

RECITALS

The boards of directors and shareholders of the Company and the Merger Corp. have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein. The Company is the surviving corporation in the Merger.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), the Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the directors of the Company shall be the directors of the Surviving Corporation until their successors are duly elected and have qualified.

D. At the Effective Time, the officers of the Company shall be the officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of Merger Corp., \$10.00 par value per share (the "Merger Corp. Common Stock"), which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically retired, and no shares of Merger Corp. Common Stock or other securities of merger Corp. Shall be issued in respect thereof.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

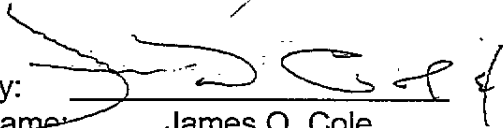
ARTICLE V

Effective Time

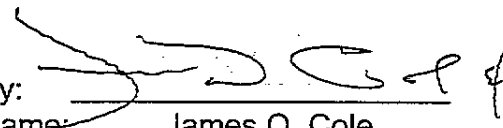
As used in this Agreement, the term "Effective Time" shall mean December 31, 1997.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf on the date first written above.

VALUE RENT-A-CAR, INC.

By: 
Name: James O. Cole
Title: Secretary

ALAMO RENT-A-CAR, INC.

By: 
Name: James O. Cole
Title: Secretary