

501102

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

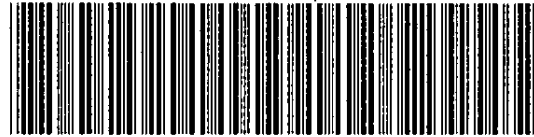
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JUN 11 2009

EXAMINER



300156941663

06/11/09--01022--020 **35.00

RECEIVED
09 JUN 11 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 JUN 11 PM 1:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS

June 11, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7583917 SO
Customer Reference 1: GP04
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Enterprise Leasing Company (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

CT Corporation
Chris McNeair
Assistant Secretary

June 11, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

CERTIFICATE OF CONVERSION
(Florida Secretary of State)

The undersigned entity certifies the following:

1. That Enterprise Leasing Company, a Florida corporation (the "Corporation"), hereby converts into Enterprise Leasing Company of Florida, LLC, a Delaware limited liability company, pursuant to the provisions of § 607.1112 of the Florida Business Corporation Act.

2. Such conversion complies with the applicable laws of the State of Delaware.

3. A plan of conversion for the Corporation was approved by the Corporation in accordance with the Florida Business Corporation Act.

4. The principal office address of Enterprise Leasing Company of Florida, LLC is 600 Corporate Park Drive, St. Louis, MO 63105.

5. The effective date of the conversion shall be 11:59 p.m. EST on July 31, 2009.

6. Enterprise Leasing Company of Florida, LLC hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Corporation, including any appraisal rights of shareholders under §§ 607.1301-607.1333 of the Florida Business Corporation Act, and the Florida Secretary of State may use the principal office address set forth above for purposes of § 607.1114(4) of the Florida Business Corporation Act.

7. Enterprise Leasing Company of Florida, LLC has agreed to pay any shareholders of the Corporation having appraisal rights the amounts to which they are entitled under §§ 607.1301-607.1333 of the Florida Business Corporation Act.


[Signature Page Follows]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JUN 11 PM 1:52

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the aforementioned entity as of the 5th day of June, 2009.

ENTERPRISE LEASING COMPANY

By _____
Mark I. Litow, Secretary