

Document Number Only

852627

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

600002333756--5

-10/30/97--01050--001

****105.00 ****105.00

Express Leasing, Inc. ?
Capital City Leasing, Inc. into:
Budget Rent-A-Car Systems, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 7 PM 4:06

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

OCT 17 1997

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

THANKS, MERRIE

10/24

merger

852627

ARTICLES OF MERGER
Merger Sheet

MERGING:

EXPERT LEASING, INC., a Florida corporation, 596809

CAPITAL CITY LEASING, INC., a Florida corporation, S87323

into

BUDGET RENT-A-CAR SYSTEMS, INC., a Delaware corporation 852627

File date: October 17, 1997

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

File
C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BUDGET RENT-A-CAR SYSTEMS, INC.
Ref. Number: 852627

RECEIVED
97 OCT 23 PM 3:50
FLORIDA DEPARTMENT OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BUDGET RENT-A-CAR SYSTEMS, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

A statement that shareholders of the subsidiary corporation who would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid fair value of their shares, must be contained in the document.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

10:
Joy Moon-French
Corporate Specialist

Letter Number: 797A00050879

Please bring date to October 17, 1997

Shanks, Melaine

Call w/ Any more problems. This has been rejected 2 times already.

*4:00
10-23-97*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: BUDGET RENT-A-CAR SYSTEMS, INC.
Ref. Number: 852627

We have received your document for BUDGET RENT-A-CAR SYSTEMS, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A STATEMENT MUST BE CONTAINED WITHIN THE MERGER DOCUMENT STATING THAT THE PARENT OWNS AT LEAST 80% OF THE OUTSTANDING SHARES OF EACH.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00049204

**ARTICLES OF MERGER OF
EXPERT LEASING, INC. AND
CAPITAL CITY LEASING, INC.
(THE "MERGER SUBS") WITH AND INTO
BUDGET RENT-A-CAR SYSTEMS, INC.**

FILED

97 OCT 17 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name and state of incorporation of each of the constituent corporations are:

NAME	STATE OF INCORPORATION
Budget Rent-A-Car Systems, Inc.	Delaware
Expert Leasing, Inc.	Florida
Capital City Leasing, Inc.	Florida

2. The name of the surviving corporation is Budget Rent-A-Car Systems, Inc. ("Systems").

3. Pursuant to Section 607.1104 of the Florida Business Corporation Act, a copy of the resolutions of the board of directors of Systems approving the merger of the Merger Subs with and into Systems is attached as Exhibit A.

4. Systems owns 100% of the outstanding shares of each of Expert Leasing, Inc. and Capital Leasing, Inc.

5. The executed plan of merger is on file at the principal place of business of Systems, which is at 4225 Naperville Road, Lisle, Illinois 60532.

6. A copy of the Plan of Merger will be furnished by Systems, on request and without cost, to any stockholder of any constituent corporation.

7. The Plan of Merger was adopted by the board of directors of Systems on August 31, 1997.

8. The Plan of Merger, adopted under Section 607.1104 of the Florida Business Corporation Act, did not require shareholder approval.

9. These Articles of Merger shall become effective when filed.

IN WITNESS WHEREOF, the undersigned surviving corporation has executed this
Articles of Merger this 31st day of August, 1997.

BUDGET RENT-A-CAR SYSTEMS, INC.

By: Robert L. Aprati
Robert L. Aprati

Title: Executive Vice President-General
Counsel and Secretary

PLAN OF MERGER

THIS AGREEMENT OF MERGER ("Plan") made and entered into as of August 31, 1997, by and among **BUDGET RENT-A-CAR SYSTEMS, INC.**, a Delaware Corporation, ("Systems") and **CAPITAL CITY LEASING, INC.**, a Florida corporation and **EXPERT LEASING, INC.**, a Florida corporation ("Merger Subs").

PREAMBLE

This Plan provides for the merger of the Merger Subs with and into Systems, pursuant to which, as provided in Section 607.1104 of the Florida Business Corporation Act, Systems will be the surviving corporation. It is the intention of the parties to this Plan that this Plan shall constitute a plan of reorganization and the exchange of stock pursuant to the merger provided for in this Agreement shall qualify as a "reorganization" within the meaning of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. **The Merger.** The Merger Subs shall be merged with and into Systems (the "Merger"). Systems shall be the surviving corporation resulting from the Merger (the "Surviving Corporation"), and the separate existence of the Merger Subs shall cease.
2. **Effective Time.** Systems has executed and filed a Certificate of Ownership and Merger with the Delaware Secretary of State, which Certificate of Merger states that the Merger shall be effective when filed (the "Effective Time").
3. **Conversion of Shares.** As a result of the Merger, at the Effective Time by virtue of the Merger and without any action on the part of the holder thereof, each share of Common Stock of each of the Merger Subs which is issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be canceled and retired.
4. **Certain Effects of the Merger.** The Certificate of Incorporation and Bylaws of Systems in effect immediately prior to the Effective Time shall remain the Certificate of Incorporation and Bylaws of the Surviving Corporation until otherwise repealed or amended. The officers and directors of Systems immediately prior to the Effective Time shall remain the officers and directors of the Surviving Corporation until their resignation or removal or until their successors are duly elected and qualified.

IN WITNESS WHEREOF, each party hereto has executed this Plan as of the 31st day of August, 1997.

BUDGET RENT-A-CAR SYSTEMS, INC.

By: Robert L. Aprati
Robert L. Aprati

Title: Executive Vice President-
General Counsel and Secretary

CAPITAL CITY LEASING, INC.

By: Sanford Miller
Sanford Miller

Title: President

EXPERT LEASING, INC.

By: Robert L. Aprati
Robert L. Aprati

Title: Senior Vice President-General
Counsel and Secretary

ACTION OF BOARD OF
BUDGET RENT-A-CAR SYSTEMS, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING

Pursuant to Section 141(f) of the General Corporation Law of Delaware, the undersigned, being the directors of Budget Rent-a-Car Systems, Inc. (the "Corporation"), hereby consent to and adopt the following resolutions as the action of the directors of the Corporation in lieu of a meeting and hereby direct that this written consent to such action be delivered to the officer of the Corporation having custody of the book in which the proceedings of the directors of the Corporation are recorded:

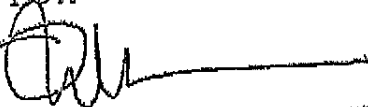
Approval of Merger

RESOLVED, that the Plan of Merger by and among Capital City Leasing, Inc. and Expert Leasing, Inc., (the "Merger Subs") and the Corporation, attached hereto, pursuant to which the Merger Subs will merge with and into the Corporation with the Corporation being the surviving corporation, is hereby approved, authorized and adopted.

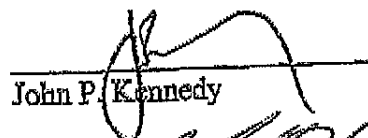
FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to execute on behalf of the Corporation the Plan of Merger and any other documents related to the Plan of Merger or necessary to effect the merger.

WITNESS the consent of the directors of the Corporation as of this 31st day of August,


1997.



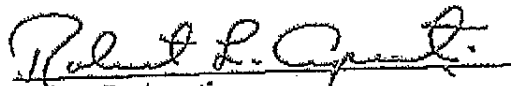
Sanford Miller



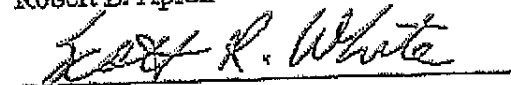
John P. Kennedy



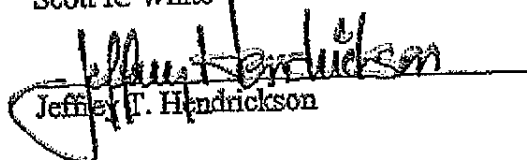
Jeffrey D. Congdon



Robert L. Aprati



Scott R. White



Jeffrey T. Hendrickson