

D11000000018

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

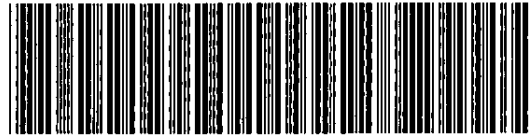
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 AUG 19 AM 10:41
NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
11 AUG 19 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 837019 4304394
AUTHORIZATION : [Signature]
COST LIMIT : \$ 350.00

ORDER DATE : July 6, 2011
ORDER TIME : 9:55 AM
ORDER NO. : 837019-180
CUSTOMER NO: 4304394

FOREIGN FILINGS

NAME: NENSKE LEASING AND RENTAL COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Penske Leasing and Rental Company

A Delaware **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of Penske Leasing and Rental Company, a
(Name of Trust)

Delaware Trust hereby affirms in order to file or qualify
(State)

Penske Leasing and Rental Company, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is Route 10-Green Hills, P.O. Box 563
Reading, PA 19603

3. The registered agent and street address in the State of Florida is:
Corporation Service Company
1201 Hays Street, Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

FILED

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

**Troy Todd
as its agent**

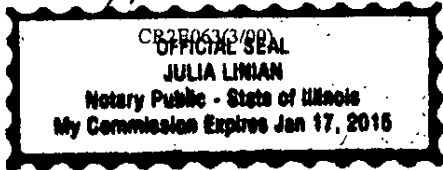
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

U.S. Bank Trust National Association, as Trustee

Name: **PATRICIA M. CHILD** VICE PRESIDENT
Chairman of the Board of Trustees

NOTARY



Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

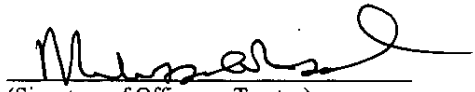
OFFICER'S CERTIFICATE

Patricia M. Child and MELISSA A. ROSAL declare under penalty of perjury that they are two of the officers of U.S. Bank Trust National Association, trustee of Penske Leasing and Rental Company, a validly organized and existing business association organized as a trust under the laws of Delaware.

Executed at Chicago, Illinois on August 15, 2011.


(Signature of Officer or Trustee)

PATRICIA M. CHILD VICE PRESIDENT
(Typed Name and Title of Officer or Trustee Signing)


(Signature of Officer or Trustee)

MELISSA A. ROSAL VICE PRESIDENT
(Typed Name and Title of Officer or Trustee Signing)

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PENSKE LEASING AND RENTAL COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 2011, AT 4:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "PENSKE LEASING AND RENTAL COMPANY".

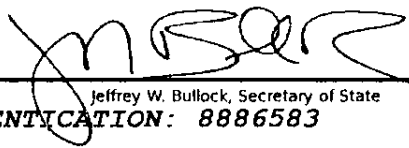
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TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8886583

DATE: 07-07-11

**CERTIFICATE OF TRUST OF
PENSKE LEASING AND RENTAL COMPANY**

This Certificate of Trust of Penske Leasing and Rental Company (the "Trust"), dated as of June 22, 2011 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as Trustees, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is Penske Leasing and Rental Company.

2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is U.S. Bank Trust National Association, 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801.

3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.

4. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series"). Separate and distinct records shall be maintained (directly or indirectly, including through a nominee or otherwise) for each Series, and the assets of each Series shall be held and accounted for separately from the assets of the Trust generally or any other Series.

5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.

6. Power of Attorney. Penske Truck Leasing Co., L.P. ("PTL") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. PTL also has the right, power and authority to designate in writing other persons and entities ("PTL Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that PTL has the power to do under this paragraph. Without limiting the generality of the foregoing, PTL or any PTL Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which PTL or a PTL Designee deems

necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

IN WITNESS WHEREOF, the undersigned, being all of the Trustees of the Trust, have duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Delaware
Trustee, Administrative Trustee and UTI Trustee

By: Patricia M. Child
Name: Patricia M. Child
Title: Vice President

Acknowledgment

STATE OF ~~DELAWARE~~ Illinois)
)ss
COUNTY OF ~~NEW CASTLE~~ Cook)

On this 21 day of June, 2011, before me personally appeared Patricia M Child who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Mary Ann R Turbak
Notary Public

My commission expires:

6/3/2012

