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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

Car Older Leasing Co., Inc

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DIVISION OF CORPORATIONS
00 JAN 18 PM 2:29

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. carOrderleasing.com, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 74-2936577

(FEI number, if applicable)

4. 11-3-99

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6034 West Courtyard Drive

Austin, Texas 78730

(Current mailing address)

8. A car leasing company.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

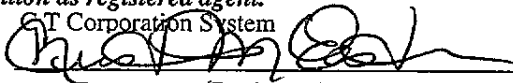
Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System



(Registered agent's signature)

Christine M. Eastwine

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Joe A. Liemandt

Address: 6034 West Courtyard Drive

Austin, Texas 78730

Vice Chairman: _____

Address: _____

Director: Joe A. Liemandt

Address: 6034 West Courtyard Drive

Austin, Texas 78730

Director: T. Patrick Kelly

Address: 6034 West Courtyard Drive

Austin, Texas 78730

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Brian Stafford

Address: 6034 West Courtyard Drive

Austin, Texas 78730

Vice President: T. Patrick Kelly

Address: 6034 West Courtyard Drive

Austin, Texas 78730

Secretary: Dennis R. Cassell

Address: 6034 West Courtyard Drive

Austin, Texas 78730

Treasurer: Greg Petersen

Address: 6034 West Courtyard Drive

Austin, Texas 78730

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Stafford, President

(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARORDERLEASING.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3120485 8300

001021684

AUTHENTICATION:

0199771

- DATE:

01-14-00