



THE UNITED STATES
CORPORATION
COMPANY

F01000003078

ACCOUNT NO. : 072100000032

REFERENCE : 178880 7203980

AUTHORIZATION :

COST LIMIT : \$

FILED
01 JUN -8 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 8, 2001

ORDER TIME : 10:50 AM

ORDER NO. : 178880-005

CUSTOMER NO: 7203980

CUSTOMER: Mr. Robert M. Gathings
U-save Auto Rental Of America,
Inc.
Suite 300
4780 I-55 North
Jackson, MS 39211

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2001 JUN -8 PM 2:13
TO THE SECRETARY OF STATE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: U-SAVE AUTO RENTAL OF FLORIDA,
INC.

EFFECTIVE DATE:

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*****87.50 *****87.50

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

U-SAVE
AUTO RENTAL®

U-Save Auto Rental of America, Inc.
International Support Center
4780 I-55 North, Suite 300
Jackson, MS 39211
(601) 713-4333
(601) 713-4330 Fax

June 8, 2001

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

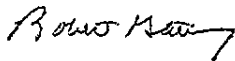
To Whom It May Concern:

In reference to the trademark "U-Save Auto Rental" you show as registered in the state of Florida, please be advised that the registrant, and owner, of the trademark is U-Save Auto Rental of America, Inc.

U-Save Auto Rental of America, Inc. is also the registrant of it's wholly-owned subsidiary, U-Save Auto Rental of Florida, Inc. and as such, authorizes U-Save Auto Rental of Florida, Inc. in the use of its registered trademark.

If you have any questions, or need additional information, please do not hesitate to call me at 601-713-4333.

Sincerely,



Robert Gathings
Chief Financial Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.*

1. U-Save Auto Rental of Florida, 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. MS

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

3. 64-0941228

(FEI number, if applicable)

4. 01/12/01

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 19206 U.S. 19N., Clearwater, FL 33764

(Principal office address)

4780 I-55 North, Ste. 300, Jackson, MS 39211

(Current mailing address)

8. Auto Rental

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

 **BRIAN COURTNEY, ASST. V.P.**

(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas P. McDonnell, III

Address: 4780 I-55 North, Ste. 300

Jackson, MS 39211

Director: Joseph F. Tatum, Jr.

Address: P.O. Box 1089

Hattiesburg, MS 39401

B. OFFICERS

President: Thomas P. McDonnell, III

Address: 4780 I-55 North, ste. 300

Jackson, MS 39211

Vice President: Robert Hoeffner

Address: 4780 I-55 North, Ste. 300

Jackson, MS 39211

Secretary: O. Kendall Moore

Address: 4780 I-55 North, Ste. 300, Jackson, MS 39211

Treasurer: Robert M. Gathings

Address: 4780 I-55 North, Ste. 300, Jackson, MS 39211

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

13. Robert M. Gathings
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert M. Gathings, Treasurer
(Typed or printed name and capacity of person signing application)

FILED
JUN - 8 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

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01 JUN -8 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on January 12, 2001 the state of Mississippi issued a Charter/Certificate of Authority to:

U-SAVE AUTO RENTAL OF FLORIDA, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
June 07, 2001

Eric Clark

ERIC CLARK,
Secretary of State