

CSC **F0200000 5093**

ACCOUNT NO. : 072100000032

REFERENCE : 770392 7155110

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : October 3, 2002

ORDER TIME : 10:23 AM

ORDER NO. : 770392-045

CUSTOMER NO: 7155110

100008264941--8

CUSTOMER: Ms. Leighanne Elixson
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: CHEROKEE ACQUISITION
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
02 OCT -8 AM 11:39
DIVISION OF CORPORATION
02 OCT -8 PM 2:34
TALLAHASSEE, FLORIDA

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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.*

1. Cherokee Acquisition Corporation
(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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 26, 2002 5. Perpetual
(Date of incorporation) (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.)
c/o Cherokee Acquisition Corporation, 6 Sylvan Way
7. Parsippany, NJ 07054
(Principal office address)

- (Current mailing address)
Operate Rental Car Business To engage in any act or activity for which corporations may be organized.
8. _____
(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, Florida 32301
(City) (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.

Corporation Service Company

By: _____

(Registered agent's signature)

Georgia Byron Assistant Vice President

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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

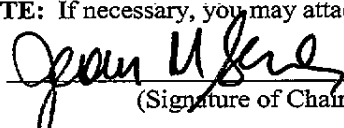
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Lynn Feldman, Vice President
(Typed or printed name and capacity of person signing application)

RIDER A

DIRECTORS

F. Robert Salerno President

Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Home Address:	28 Katonah Woods Road Katonah, NY 10560

John W. Chidsey Executive Vice President

Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Home Address:	14 Shadowbrook Court Bernardsville, NJ 07924

OFFICERS

F. Robert Salerno President

Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Home Address:	28 Katonah Woods Road Katonah, NY 10560

Duncan H. Cocroft Executive Vice President and Treasurer

Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA
Home Address:	233 Willow Avenue Apt. 2C Hoboken, NJ 07030

Eric J. Bock Secretary

Primary Address:	9 West 57th Street 37th Floor New York, NY 10019
Home Address:	2 Constitution Court Penthouse 11 Hoboken, NJ 07030

James E. Buckman Executive Vice President

Primary Address:	9 West 57th Street New York, NY 10019 USA
Home Address:	550 Park Avenue Apt. 5E New York, NY 10021

John W. Chidsey Executive Vice President

Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Home Address:	14 Shadowbrook Court Bernardsville, NJ 07924

Duncan H. Cocroft Treasurer

Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA
Home Address:	233 Willow Avenue Apt. 2C Hoboken, NJ 07030

Tobia Ippolito Executive Vice President

Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA
Home Address:	42 Lenox Road Rockaway, NJ 07866

Kevin M. Sheehan Executive Vice President

Primary Address:	9 West 57th Street New York, NY 10019 USA
Home Address:	1 Fox Run Lane Lloyd Harbor, NY 11743

David B. Wyshner Executive Vice President

Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA
Home Address:	55 Great Oak Drive Short Hills, NJ 07078

Michael P. Collins

Executive Vice President, Operations

John M. Peterson

Assistant Treasurer

Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA
Home Address:	270 Morris Avenue Mountain Lakes, NJ 07046

Eric J. Bock

Executive Vice President, Law and Corporate

Secretary

Primary Address:	9 West 57th Street 37th Floor New York, NY 10019
Home Address:	2 Constitution Court Penthouse 11 Hoboken, NJ 07030

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Delaware

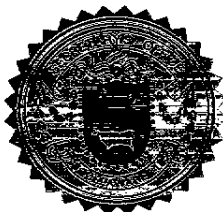
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEROKEE ACQUISITION CORPORATION" 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 SEVENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHEROKEE ACQUISITION CORPORATION" WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2022681

DATE: 10-07-02