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4/20/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 555626 . 7155110

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 8, 2004

ORDER TIME : 11:47 AM

ORDER NO. : 555626-045

CUSTOMER NO: 7155110

CUSTOMER: Ms Leighanne Elixson
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: CENDANT CAR RENTAL GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

04 APR 2004 11:47 AM
CSC
Parsippany, NJ

**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. Cendant Car Rental Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 22-3475741

(FEI number, if applicable)

4. April 29, 1996

(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.)

c/o Legal Department, 6 Sylvan Way

7. Parsippany, NJ 07054

(Principal office address)

6 Sylvan Way, Parsippany, NJ 07054

(Current mailing address)

8. Holding Company To engage in any act or activity for which corporations may
be organized

(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)

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

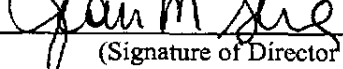
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Jean Marie Sera, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 4/9/2004

Cendant Car Rental Group, Inc.

Directors

Currently Authorized: 2

Min: 1

Max: 15

Quorum:

Comment:

James E. Buckman

Director

Primary Address: 9 West 57th Street
New York, NY 10019
Primary Phone: 212-413-1816
Primary Fax: 212-413-1826

Kevin M. Sheehan

Director

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)
Primary Phone: 856-810-8707
Primary Fax: 1931

Officers

F. Robert Salerno

President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Primary Phone:
Primary Fax:

David B. Wyshner

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054
Primary Phone: 973-496-7938
Primary Fax: 973-496-5080

Joel R. Buckberg

Executive Vice President

Primary Address: 1 Sylvan Way
Parsippany, NJ 07054
Primary Phone: 973-496-5265
Primary Fax: 973-496-5915

James E. Buckman

Executive Vice President

Primary Address: 9 West 57th Street
New York, NY 10019
Primary Phone: 212-413-1816
Primary Fax: 212-413-1826

Directors / Officers Report

As of 4/9/2004

Cendant Car Rental Group, Inc.

Michael P. Collins

Executive Vice President, Operations

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Primary Phone:
Primary Fax:

Terence P. Conley

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Primary Phone: 973-496-5625
Primary Fax: 973-496-7771

Tobia Ippolito

Executive Vice President and Chief Financial Officer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Primary Phone: 973-496-5079
Primary Fax: 973-496-5115

Robert Bouta

Senior Vice President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:
Primary Fax:

W. Scott Deaver

Executive Vice President, Marketing

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:
Primary Fax:

Edward C. Gitlitz

Senior Vice President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Primary Phone:
Primary Fax:

John T. McClain

Senior Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Primary Phone: 973-496-5040
Primary Fax:

Karen C. Sciafani

Senior Vice President, General Counsel and Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

APPROVED
BY: [Signature]
DATE: 4/9/2004

Directors / Officers Report

As of 4/9/2004

Cendant Car Rental Group, Inc.

Primary Phone:

Primary Fax:

Mark Servodidio

Senior Vice President, Human Resources

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Patric Siniscalchi

Senior Vice President, International Development

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Matthew Anders

Vice President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

George Carey

Vice President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Jim Cinnamond

Vice President

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Ted Deutsch

Vice President - Communications and Public Affairs

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Joseph Fineo

Vice President

Primary Address: 300 Centre Point Drive
Virginia Beach, Virginia 23462

Primary Phone:

Primary Fax:

Directors / Officers Report

As of 4/9/2004

Cendant Car Rental Group, Inc.

Janiz Jarosz

Vice President - Channel Marketing

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Primary Phone:

Primary Fax:

Scott Seiler

Vice President

Primary Address:

Primary Phone:

Primary Fax:

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Primary Phone: 973-496-2579

Primary Fax:

Other

Sergio Guandis

Power of Attorney

Primary Address:

Primary Phone:

Primary Fax:

04/09/2004 11:11 AM
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENDANT CAR RENTAL GROUP, 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 TWENTY-FIRST DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

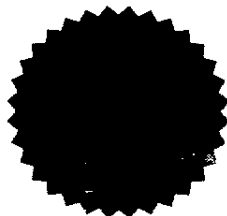
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENDANT CAR RENTAL GROUP, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2618748 8300

040290675



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3064836

DATE: 04-21-04