

**F04000002269**Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
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## From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575FILED  
05 DEC 20 AM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE****CENDANT CAR RENTAL GROUP, INC.**

Certificate of Status	0
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ARTICLES OF MERGER  
OF  
B&D TRANSPORTATION SERVICES, INC.  
AND  
CENDANT CAR RENTAL GROUP, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging B&D Transportation Services, Inc. with and into Cendant Car Rental Group, Inc. as approved by the Board of Directors of B&D Transportation Services, Inc. on November 18, 2005 and adopted at a meeting by the Board of Directors of Cendant Car Rental Group, Inc. on November 18, 2005.

2. The merger of B&D Transportation Services, Inc. with and into Cendant Car Rental Group, Inc. is permitted by the laws of the jurisdiction of organization of Cendant Car Rental Group, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Cendant Car Rental Group, Inc. was November 18, 2005.

Executed on November 18, 2005.

B&D Transportation Services, Inc.

By: [Signature]

Name: Lynn A. Feldman

Capacity: Vice President & Asst. Secy.

Cendant Car Rental Group, Inc.

By: [Signature]

Name: Lynn A. Feldman

Capacity: Vice President & Asst. Secy.

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TALLAHASSEE, FLORIDA

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#### PLAN OF MERGER

1. Cendant Car Rental Group, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of B&D Transportation Services, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges B&D Transportation Services, Inc. into Cendant Car Rental Group, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Cendant Car Rental Group, Inc.
2. The separate existence of B&D Transportation Services, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Cendant Car Rental Group, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of B&D Transportation Services, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Cendant Car Rental Group, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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