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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Vanguard Car Rental USA Holdings Inc.

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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. VANGUARD CAR RENTAL USA HOLDINGS 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 3. 14-1892904
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/08/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6929 N. Lakewood Avenue, Suite 100, Tulsa, OK 74117-1808
(Principal office address)
6929 N Lakewood Avenue, Suite 100, Tulsa OK 74117-1808
(Current mailing address)

8. Holding 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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: John J. Liriohan
(Registered agent's signature)

John Liriohan, Asst. VP

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENT

President: _____

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. Wealey C. Fradenburg, Senior Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

**Attachment to Florida
Officers & Directors**

- 1 Full Name: William E. Lobeck
Officer/Director: Officer
Officer's Title: President and CEO
Director's Title:
Business Address: 6929 N. Lakewood Avenue, Suite 100
City: Tulsa
State: OK
ZIP Code: 74117-1808
- 2 Full Name: Thomas C. Kennedy
Officer/Director: Officer
Officer's Title: Executive Vice President and CFO
Director's Title:
Business Address: 6929 N. Lakewood Avenue, Suite 100
City: Tulsa
State: OK
ZIP Code: 74117-1808
- 3 Full Name: Jeffry J. Parell
Officer/Director: Officer
Officer's Title: Executive Vice President and COO
Director's Title:
Business Address: 6929 N. Lakewood Avenue, Suite 100
City: Tulsa
State: OK
ZIP Code: 74117-1808
- 4 Full Name: Wesley C. Fredenburg
Officer/Director: Officer
Officer's Title: Senior Vice President, General Counsel and Secretary
Director's Title:
Business Address: 6929 N. Lakewood Avenue, Suite 100
City: Tulsa
State: OK
ZIP Code: 74117-1808

5 Full Name: Gerard J. Kennell
 Officer/Director: Officer
 Officer's Title: Senior Vice President and Treasurer
 Director's Title:
 Business Address: 6929 N. Lakewood Avenue, Suite 100
 City: Tulsa
 State: OK
 ZIP Code: 74117-1808

6 Full Name: William E. Lobeck
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 6929 N. Lakewood Avenue, Suite 100
 City: Tulsa
 State: OK
 ZIP Code: 74117-1808

7 Full Name: Thomas C. Kennedy
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 6929 N. Lakewood Avenue, Suite 100
 City: Tulsa
 State: OK
 ZIP Code: 74117-1808

8 Full Name: Gerard J. Kennell
 Officer/Director: Director
 Officer's Title:
 Director's Title: Director
 Business Address: 6929 N. Lakewood Avenue, Suite 100
 City: Tulsa
 State: OK
 ZIP Code: 74117-1808

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANGUARD CAR RENTAL USA HOLDINGS 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 EIGHTEENTH DAY OF APRIL, A.D. 2007.

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

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

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070450399



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5604962

DATE: 04-18-07