

**F96 000002732**

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 MARK F. (THOM) HEARNE, II  
 THOMAS E. TONEY, III

ENTERPRISE RENT-A-CAR COMPANY, P.C.

AT DENEYBART LAW  
 THE HISTORICAL CENTER  
 100 SOUTH EMBURY  
 EIGHTH FLOOR

ST. LOUIS (CLAYTON), MISSOURI 63105-1914

TELEPHONE (314) 727-8822

FACSIMILE (314) 727-2624

May 29, 1996

MARY W. MURPHY  
 JOHN J. DIENHARDT, JR.  
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 MICHAEL W. BABIL

OF COUNSEL

LON HOCKER  
 JAMES L. NOUSS  
 HOWARD J. SMITH

HERBERT W. ZIERCHEN  
 (1908-1988)  
 ERWIN TZINBERG  
 (1912-1974)

\* ALSO ADMITTED IN ILLINOIS  
 \* ALSO ADMITTED IN MICHIGAN

VIA FEDERAL EXPRESS

Qualification/Tax Lien Sec.  
 Division of Corporation  
 409 E. Gaines Street  
 Tallahassee, Florida 32399

900001845248  
 -05/31/96--01011--009  
 \*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Enterprise Rent-A-Car Company

Gentlemen:

On behalf of the above corporation I am enclosing the following:

1. Two copies of its Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Two copies of the Acceptance of Appointment by C T Corporation System.
3. A certificate of good standing issued by the Secretary of State on May 17, 1995.
4. A check for \$122.50 payable to the Florida Department of State.
5. Your typed in transmittal letter.

The name Enterprise Rent-A-Car Company should present no problem in that the name of the above corporation is presently registered with and by your office under Section 607.0403, Florida Statutes, of which subsection (5) provides the following:

A foreign corporation the registration of which is effective may thereafter qualify as a foreign corporation under the registered name ... The registration terminates ... when the foreign corporation qualifies ... under the registered name.

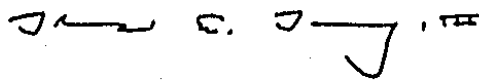
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Page Two

Please return the letter of acknowledgement and the certified copy to me. Enclosed for your reply is a prepaid Federal Express mailer addressed to me.

Sincerely,

ZIERCHER & HOCKER, P.C.

A handwritten signature in dark ink, appearing to read "T. E. Toney, III". The signature is stylized with a large, sweeping "T" and a distinct "E".

Thomas E. Toney, III

TETIII/gg  
Enclosures

**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. Enterprise Rent-A-Car Company  
(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. Missouri 3. 43-0724835  
(State or country under the law of which it is incorporated) (PEI number, if applicable)
4. October 30, 1956 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not as of yet  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 600 Corporate Park Drive, St. Louis, Missouri 63105

(Current mailing address)

- To perform administrative services of all kinds for others relating to the buying, selling, repairing, renting and leasing of motor vehicles.
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, \_\_\_\_\_

10. **Registered agent's acceptance:** see attached sheet

*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.*

\_\_\_\_\_  
(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.

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96 MAY 30 AM 10:58  
TALLAHASSEE  
FLORIDA  
3320  
SECRETARY OF STATE

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS** (Street address only- P. O. Box **NOT** acceptable)

Chairman: Jack C. Taylor

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Andrew C. Taylor

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

Director: Donald L. Ross

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

**B. OFFICERS** (Street address only- P. O. Box **NOT** acceptable)

President: Andrew C. Taylor

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

Vice President: John T. O'Connell

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

Secretary: John T. O'Connell

Address: 600 Corporate Park Drive

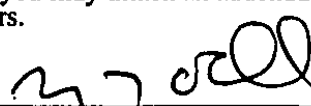
St. Louis, Missouri 63105

Treasurer: Andrew C. Taylor

Address: 600 Corporate Park Drive

St. Louis, Missouri 63105

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

13.  5/24/96  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John T. O'Connell, Vice President  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

## ACCEPTANCE OF APPOINTMENT

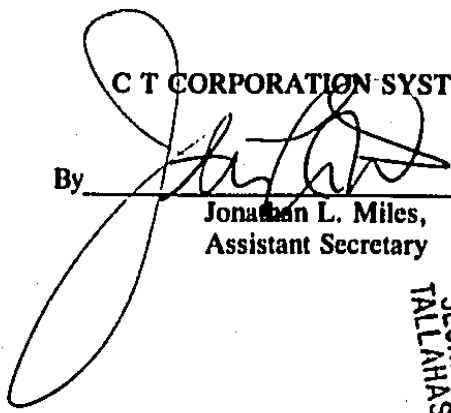
RE: ENTERPRISE RENT-A-CAR COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: May 9, 1996

C T CORPORATION SYSTEM

By

  
Jonathan L. Miles,  
Assistant Secretary

**FILED**  
96 MAY 30 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
Secretary of State

CORPORATION DIVISION

## CERTIFICATE OF CORPORATE GOOD STANDING

96 MAY 30 AM 10:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT ENTERPRISE RENT-A-CAR COMPANY

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 30TH DAY OF OCTOBER, 1956, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 17TH DAY OF MAY, 1996.

*Rebecca McDowell Cook*  
Secretary of State

