G54835

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 257436 6221A

AUTHORIZATION :

COST LIMIT : $ PPD

FILED
97 FEB 12 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 12, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 257436-010

CUSTOMER NO: 6221A

800002090118--9
-02/18/97--01014--002
****122.50 ****122.50

CUSTOMER: Ms. Becca Kennedy
Abel Band Russell Collier
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

ARTICLES OF MERGER

****************FILE SECOND***************************

GULF COAST AUTO FINANCE, INC.

INTO

KEY CAR RENTAL, INC.

RECEIVED
96 FEB 12 PM 12:03

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX______ CERTIFIED COPY
________ PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: __________

N. HENDRICKS FEB 1 2 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

GULF COAST AUTO FINANCE, INC.
a Florida corporation

into

KEY CAR RENTAL, INC.
a Florida corporation

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act)

The undersigned, being the President and Secretary of KEY CAR RENTAL, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "First Party"), and GULF COAST AUTO FINANCE, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Boards of Directors of said Corporations were held on January 31, 1997, after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party with First Party being the surviving corporation.

2. The name of the surviving corporation is KEY CAR RENTAL, INC., and it is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on August 12, 1983.

#209490.1

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on September 13, 1993.

5. The laws of the State of Florida permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation.

7. The Agreement and Plan of Reorganization and Merger attached hereto is a true and correct copy and was adopted and approved by the Board of Directors and by the holders of all the common shares entitled to vote of First Party in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors and Shareholders of Second Party in the manner prescribed by the laws of the State of Florida.

8. First Party has 20,000 Shares of Common Stock authorized and outstanding. Second Party has 10,000 shares of common stock authorized with 1,000 outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

9. Each shareholder of First Party whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. No other shares shall be issued. All rights and respects to the stock of Second Party shall be cancelled on the effective date of the merger, and the certificates representing said shares shall be surrendered and cancelled.

10. The effective date of the merger shall be February 1, 1997.

IN WITNESS WHEREOF the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 1st day of February, 1997.

KEY CAR RENTAL, INC.
a Florida corporation

ATTEST: Mary Jo Hoagland
Mary J. Hoagland
Secretary

By: [signature]
George M. Hoagland, Sr.
President

GULF COAST AUTO FINANCE, INC.,
a Florida corporation

ATTEST: Mary Jo Hoagland
Mary J. Hoagland
Secretary

By: [signature]
George M. Hoagland, Sr.,
President

G 54835

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COST LIMIT : $ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : February 12, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 257436

CUSTOMER NO: 6221A

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-02/18/97--01014--005
*****35.00 *****35.00

CUSTOMER: Ms. Becca Kennedy
Abel Band Russell Collier
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

CHANGE OF AGENT

**************FILE FIRST*******************

NAME: KEY CAR RENTAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

96 FEB 12
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N. HENDRICKS FEB 1 2 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF COAST AUTO FINANCE, INC., A FLORIDA CORPORATION, P93000063440.

INTO

KEY CAR RENTAL, INC., a Florida corporation, G54835

File date: February 12, 1997

Corporate Specialist: Nancy Hendricks

Charter No. G54835

Date Filed 8-12-83

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Key Car Rental, Inc.

2. The name and address of its present registered agent is:

   Stephen B. Keyser
   1390 Main Street
   P.O. Box 3018
   Sarasota, FL 34230

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TALLAHASSEE, FLORIDA

3. The name and street address to which its registered agent is to be changed is:
   (P.O. BOX NOT ACCEPTABLE)

   George M. Hoagland, Sr.
   5325 14th Street West
   Bradenton, FL 34207

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

George M. Hoagland, Sr., Pres. Signature X
(Typed or printed name and title) (President or Vice President)

Date February 1, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name George M. Hoagland, Sr.

Signature X
(Agent)

Date February 1, 1997

CIS 4/92

FILING FEE $35