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HARRY A. JONES
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June 17, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002224131--8
-06/26/97--01089--003
*****35.00 *****35.00

RE: **AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF S&S EXPRESS CAR RENTAL, INC.**

Gentlemen:

Enclosed find the original and one copy of Amendment and Restated Articles of Incorporation for the above-captioned corporation.

Please stamp the copy of the Amendment with the date received in your office and return to the undersigned in the envelope provided.

Also enclosed is check in the amount of \$35 to cover the filing fees.

Very truly yours,

Harry A Jones

Harry A. Jones

HAJ:fem

Enc.

FILED
97 JUN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JW
7/2

Amend. + Restated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
S & S EXPRESS CAR RENTAL, INC.

FILED
97 JUN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S & S EXPRESS CAR RENTAL, INC., a corporation organized under the laws of the State of Florida and under its corporate seal and the hands of its President and Secretary hereby certify that:

The Board of Directors and all Stockholders of said corporation, at a joint meeting called and held on the 2nd day of June, 1997, unanimously adopted the following resolution:

"BE IT RESOLVED by the Board of Directors and all the Stockholders of S & S EXPRESS CAR RENTAL, INC. that said Board and Stockholders deem it advisable and hereby declare that the Articles of Incorporation as previously filed be amended or restated as follows:

ARTICLE I
NAME

The name of the Corporation is: S & S EXPRESS CAR RENTAL, INC.

ARTICLE II
NATURE OF BUSINESS

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock of the Corporation shall consist of a maximum 10,000 shares of voting common stock at \$.10 par value per share and a maximum of 90,000 shares of nonvoting common stock at \$.10 par value per share. Other than the difference between voting and nonvoting status, each class of common stock shall be identical with respect to the allocation and distribution of dividends, profits and proceeds upon dissolution.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation will begin business and continue business shall at no time be less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office of the Corporation in the State of Florida is: F. A. SHERIFF, 400 High Point Drive, Suite 500, Cocoa, FL 32926. The Stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

ARTICLE VII
OFFICERS

The name and addresses of the current Officers of the Corporation are:

<u>Name</u>	<u>Title</u>
F. A. Sheriff	President
B. W. Simpkins	Vice-President
Thomas A. Vani	Vice-President
Michael J. LeBlanc	Secretary

ARTICLE IX
SUBSCRIBERS

The name and address of the Subscriber to the Articles of Amendment of Articles of Incorporation is as follows:

F. A. Sheriff

400 High Point Dr., Suite 500
Cocoa, FL 32926

ARTICLE X
AMENDMENT

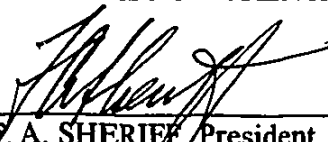
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 2nd day of June, 1997.

S & S EXPRESS CAR RENTAL, INC.

(Corporate Seal)

By


F. A. SHERIFF, President

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared F. A. SHERIFF, President of S & S EXPRESS CAR RENTAL, INC., personally known to be the person described in and who executed the foregoing Articles of Amendment and acknowledged before me that he executed the same for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 1997.



Notary Public, State of Florida
My Commission Expires:



Harry A. Jones
MY COMMISSION # CG615093 EXPIRES
April 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

S&S-Express-Amd., INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
S & S EXPRESS CAR RENTAL, INC.

FILED
97 JUN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: S & S EXPRESS CAR RENTAL, INC.
2. The name and address of the registered agent and office is:

F. A. SHERIFF
400 High Point Drive
Suite 500
Cocoa, FL 32926

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, relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


F. A. SHERIFF

Date: 6-2-1997