



ACCOUNT NO. : 072100000032

REFERENCE : 180795 11654A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizut

ORDER DATE : March 24, 1999

ORDER TIME : 11:44 AM

ORDER NO. : 180795-010

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
HOLTZMAN KRINZMAN EQUELS &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: CAR RENTAL HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 1:21

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L99-11665

Name	<i>OK</i>
Availability	<i>OK</i>
Document	<i>OK</i>
Number	<i>OK</i>
Letter	<i>OK</i>
Fee	<i>OK</i>
Acknowledgment	<i>OK</i>
Verify	<i>OK</i>

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DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR
CAR RENTAL HOLDINGS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

CAR RENTAL HOLDINGS, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by an individual who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successors are elected and qualified, and whose name and address is as follows:

Ernesto Cruz
2601 S. Bayshore Drive, Suite 600
Miami, Florida 33133

Sylvester Lukis
2601 S. Bayshore Drive, Suite 600
Miami, Florida 33133

Alfredo J. Balsera
2601 S. Bayshore Drive, Suite 600
Miami, Florida 33133

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CAR RENTAL HOLDINGS, L.L.C. deposes and says:

- (1) the above named Limited Liability Company has at least one (1) member;
- (2) the total amount of cash contributed by the member(s) is: \$1,000.00
- (3) if any, the agreed value of property other than cash contributed by member(s) is: \$0.
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00.
This total includes amounts from 2 and 3 above.

Alfredo J. Balsera
Member or authorized representative

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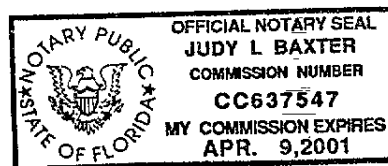
STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me on this 23rd day of March, 1999, by Alfredo J. Balsera, a member of CAR RENTAL HOLDINGS, L.L.C. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Judy L. Baxter
Print: JUDY L. BAXTER

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CAR RENTAL HOLDINGS, L.L.C.

2. The name and address of the registered agent and office is:

HKE&F Registered Agent Corp.
2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments 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.

REGISTERED AGENT:
HKE&F Registered Agent Corp.

Arthur J. Furia, V.P.
By: Arthur J. Furia, Vice President

March 23, 1999
Date