

JUN. 2. 1999 2:53PM  
Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,  
Account Number : 076064003722  
Phone : (954) 491-1120  
Fax Number : (954) 771-9264

**LIMITED LIABILITY COMPANY**

**PATRIOT RENTAL CARS, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is Patriot Rental Cars, L.L.C.

**ARTICLE II - Duration:**

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 25 years thereafter.

**ARTICLE III - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 871 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

**ARTICLE IV - Registered Agent:**

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers are:

Harvey Bernstein:	871 West Oakland Park Boulevard Fort Lauderdale, FL 33311
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Daniel Lambert:	871 West Oakland Park Boulevard Fort Lauderdale, FL 33311
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James Verrillo:	871 West Oakland Park Boulevard Fort Lauderdale, FL 33311
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Gregory J. Blodig, Esq.  
Greenspoon, Marder et al.  
100 W. Cypress Creek Rd., #700  
Ft. Lauderdale, FL 33309  
(954) 491-1120  
Fla. Bar #274062

**ARTICLE VI - Admission of Additional Members:**

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

**ARTICLE VII - Members' Rights to Continue Business:**

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 27 day of May, 1999.

VL HOLDINGS, INC., as authorized  
Member

By:

  
Daniel Lambert, as Vice President

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

Patriot Rental Cars, L.L.C.

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

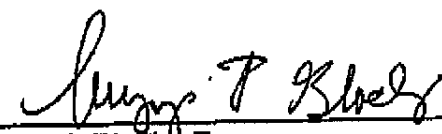
Gregory J. Blodig, Esq.  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
100 West Cypress Creek Rd., Ste. 700  
Ft. Lauderdale, FL 33309

VL Holdings, Inc., authorized Member

By:

  
Daniel Lambert, as its Vice President

*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 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.*

  
Gregory J. Blodig, Esq.

May 29, 1999  
(Date)

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Patriot Rental Cars, L.L.C. deposes and says:

- (1) the above Limited Liability Company has at least one 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-  
A description of the property is attached and made  
a part hereto.
- (4) the amount of cash or property anticipated to be  
contributed by member(s) is ..... \$ 24,000.00
- (5) the total amount of 2, 3, and 4 is ..... \$25,000.00

VL Holdings, Inc., as authorized Member

By:

  
Daniel Lambert, its Vice President

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)