

MIDD000001267

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000059814 3)))



H100000598143ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6383

RE-SUBMIT

From: Account Name : C T CORPORATION
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Please retain original filing date of submission 3/16/10

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

L. SELLERS

Email Address: _____

MAR 19 2010

EXAMINER

Foreign Limited Liability Company
ZIPCAR VEHICLE FINANCING LLC

Certificate of Status	0
Certified Copy	0
Page Count	046
Estimated Charge	\$125.00

FILED
10 MAR 16 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/16/2010



March 18, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: ZIPCAR VEHICLE FINANCING LLC
REF: W10000013363

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Please provide the NAME of the managing member in block 9 of the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H10000059814
Letter Number: 310A00006695

RECEIVED
10 MAR 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ZIPCAR VEHICLE FINANCING LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

27-2045848

(PEI number, if applicable)

4. 02/04/2010

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7.

25 FIRST STREET, 4th Floor, Cambridge MA 02141

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

ZIPCAR, INC.

25 FIRST STREET, 4th Floor

Cambridge MA 02141

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

The purpose of the company is to engage in any lawful act of activity for which limited liability companies may be organized to do under the laws of its jurisdiction of formation

Zipcar Vehicle Financing LLC

By Zipcar, Inc., its Sole Member

Signature of a member or an authorized representative of a member.

(In accordance with section 608.401(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward Goldfinger, authorized representative

Typed or printed name of signee

10 MAR 16 AM 10:39 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FILED

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ZIFCAR VEHICLE FINANCING LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By:


(Signature)

Chris McNear
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

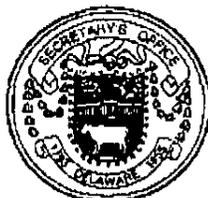
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIPCAR VEHICLE FINANCING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4785285 8300

100284348

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7872352

DATE: 03-16-10