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Document Number Only

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

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CORPORATION(S) NAME TCS Properties, LLC ****285.00 () Profit () Amendment () Merger () Nonprofit (x) Foreign () Dissolution/Withdrawal () Mark () Reinstatement () Limited Partnership () Annual Report () Other (x) LLC () Name Registration () Change of RA () Fictitious Name () UCC () Certified Copy () Photocopies (x) CUS () Call When Ready () Call If Problem () After 4:30 (x) Walk In () Will Wait (x) Pick Up () Mail Out Name 12/23/98 Availability Document Examiner / Updater Verifier Acknowledgement W.P. Verifier

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:

Company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.) Indiana 3.35-1970578 (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) December 27, 1996 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") January 1, 1999 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.) See 1 in Addendum (Street address of principal office) List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary) NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE: See 2 in Addendum 990 CET AND SECULATION OF SAME SAME SECULATION OF SAME SECULATION	(Name of foreign limited liability	company must end	with the words "limited liability of	ompany" or "limi	ited
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A hotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

Addendum

 Budget Car Sales, Inc. 7602 Woodland Drive, Suite 150 Indianapolis, IN 46278

2. Name:

Budget Car Sales, Inc.

Title:

MGRM

c.

7602 Woodland Drive, Suite 150, Indianapolis, IN 46278

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited liability company records and the proper official to execute this certificate.

I further certify that records of this office disclose that

TCS PROPERTIES, LLC

filed Articles of Organization effective December 27, 1996, and is a limited liability company duly organized and existing under the laws of the State of Indiana.

I further certify this limited liability company has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Seventeenth day of December, 1998.

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Sue Anne Gilroy, Secretary of State

Deputy

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:				
	TCS Properties, LLC				
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.

C T CORPORATION SYSTEM

(Signature)

(Francis P. Regan, Assistant Secretary

Filing Fee: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of TCS Propertion	es, LLC
certifies:	
1) the above named limited liability company has at least two members;	
2) the total amount of cash contributed by the member(s) is	\$ <u>1,000.00</u> ;
3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.) and	\$ 0.00 ;
the total amount of cash and property contributed and anticipated to be contributed by member(s) is (This total includes amounts from 2 and 3 above.)	\$ 1,000.00
Signature of a member or authorized representative of a member	er.
(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.)	
Budget Car Sales, Inc.	<u>. </u>

Filing Fee: \$250.00 for Application and Affidavit