

Hal A. Airth

Attorney at Law

112 West Howard Street
Post Office Box 448
Live Oak, Florida 32064

Office (904) 362-4915
Fax (904) 364-4915

March 13, 2000

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300003168483--7
-03/14/00--01049--004
****122.50 *****78.75

Re: BUDGET AUTO RENTAL AND SALES, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above named corporation. My office account check #665408 for \$122.50 for the filing fee is also enclosed.

Very truly yours,


Hal A. Airth

Enc.

FILED
00 MAR 14 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC.
3-21-00

ARTICLES OF INCORPORATION
OF
BUDGET AUTO RENTAL AND SALES, INC.

FILED
00 MAR 14 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **BUDGET AUTO RENTAL AND SALES, INC.**

ARTICLE II

The corporation is to exist perpetually, commencing on the date of filing and recording of these Articles.

ARTICLE III

This corporation is organized for the purpose of leasing and sales of cars and any other legitimate business.

ARTICLE IV

This corporation is authorized to issue Two Thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The amount of capital with which this corporation will begin business is Two Thousand Dollars (\$2,000.00).

ARTICLE VI

The street address of the principal office of this corporation is 1048 North Ohio Avenue, Live Oak, Florida 32060 and its mailing address is the same.

ARTICLE VII

The name and street address of the initial Registered Agent of this corporation is **SAMUEL D. SKIERSKI**, 1048 North Ohio Avenue, Live Oak, Florida 32060.

ARTICLE VIII

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Name	Address
SAMUEL D. SKIERSKI	1048 North Ohio Avenue Live Oak, Florida 32060
JAMES MIDDLETON	1048 North Ohio Avenue Live Oak, Florida 32060
JOUITA G. SKIERSKI	1048 North Ohio Avenue Live Oak, Florida 32060

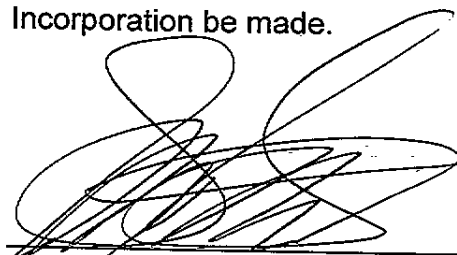
ARTICLE IX

The name and address of the incorporator signing these articles is:

SAMUEL D. SKIERSKI	1048 North Ohio Avenue, Live Oak, Florida 32060
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ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



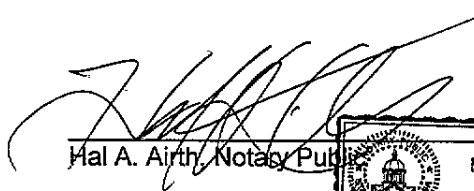
SAMUEL D. SKIERSKI

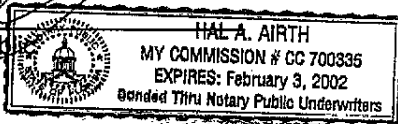
STATE OF FLORIDA
COUNTY OF SUWANNEE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared **SAMUEL D. SKIERSKI**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the State and County last aforesaid this

6 day of March, 2000.


Hal A. Airth, Notary Public



My commission expires:

ACCEPTANCE

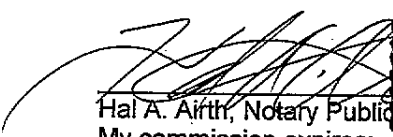
The undersigned, **SAMUEL D. SKIERSKI**, is the person named above and designated as registered agent of said corporation; the undersigned is a resident of Suwannee County, Florida, and maintains an office at 1048 North Ohio Avenue, Live Oak, Florida 32060. The mailing address of the undersigned is 1048 North Ohio Avenue, Live Oak, Florida 32060. The undersigned hereby accepts the above designation and appointment as registered agent for said corporation.

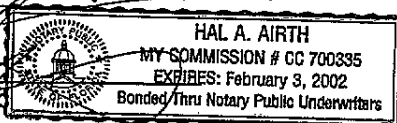
Dated this 28 day of March, 2000.


SAMUEL D. SKIERSKI

STATE OF FLORIDA
COUNTY OF SUWANNEE

Sworn to and subscribed before by me, the undersigned authority, **SAMUEL D. SKIERSKI**, this 28 day of March, 2000.


Hal A. Airth, Notary Public
My commission expires:



FILED
00 MAR 14 PM 4:37
STATE OF FLORIDA
TALLAHASSEE, FLORIDA