

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 2000

FERNANDEZ PETR & ASSOC

SUBJECT: PRAISE RENT-A-CAR, INC.
REF: W00000030154

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
FOR
PRAISE RENT-A-CAR, INC.**

A Florida Corporation

EFFECTIVE DATE
12-26-00

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:
PRAISE RENT-A-CAR, INC.

ARTICLE II. ADDRESS

The corporations mailing address is:
**20216 NW 32ND AVENUE
MIAMI, FL 33056**

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective
DECEMBER 26TH, 2000

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the state of Florida.

Fernandez, Petr & Associates
1220 NE 207th Street
Miami, FL 33179-2019

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ARTICLE V. AUTHORIZED SHARES H00000067069 5

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 20216 NW 32ND AVENUE MIAMI, FL 33056 and the name of the corporation's initial registered agent at the address is LASCELLES PEARCE.

ARTICLE VII INITIAL BOARD OF DIRECTORS

A Board of Directors consisting of no less than 1 director(s) shall manage the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME
LASCELLES PEARCE

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:
FERNANDEZ, PETR & ASSOCIATES
1220 NE 207TH STREET
MIAMI, FL 33179-2019

The incorporator of the corporation assigns this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the Board of Directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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ARTICLE IX. CORPORATE OFFICERS

The corporate officers shall be as follows:
PRESIDENT - LASCELLES PEARCE

ARTICLE X. AMENDMENTS

The corporation reserves the right to, amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26TH day of DECEMBER 2000.

Fernandez, Petr & Associates

By: Virginia Petr
Virginia Petr, President

Fernandez, Petr & Associates
1220 NE 207th Street
Miami, FL 33179-2019

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PRAISE RENT-A-CAR, INC., desiring to organize under the laws of the
State of Florida with its initial registered office, as indicated in the Articles of
Incorporation, at 20216 NW 32ND AVENUE MIAMI, FL 33056, has named
LASCELLES PEARCE as its agent to accept, service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named
above, at the place designated in this certificate, I agree to act in that capacity, to
comply with the provisions of the Florida Business Corporation Act, and am
familiar with, and accept, the obligations of that position.

LASCELLES PEARCE
20216 NW 32ND AVENUE
MIAMI, FL 33056



Peter Z. Petr, ATTORNEY-IN-FACT
LASCELLES PEARCE
Dated: December 26th, 2000

Fernandez, Petr & Associates
1220 NE 207th Street
Miami, FL 33179-2019

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