

PH1000/6518

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100003632851--5

-02/05/01--01021--021

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VALUE RENT-A-CAR, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

FILED
01 FEB 13 PM 4:16
TALLAHASSEE FLORIDA
SECRETARY OF STATE

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

WOL-NA
2/5
01 FEB -5
DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 5, 2001

LAZARUS

MIAMI, FL

SUBJECT: VALUE RENT-A-CAR, INC.
Ref. Number: W01000002689

We have received your document for VALUE RENT-A-CAR, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 001A00006977

RECEIVED
FEB 13 PM 3:48
TALLAHASSEE, FLORIDA
STATE
CORPORATIONS

CERTIFICATE OF INCORPORATION

PLEASE RENT-A-CAR, INC.

We, the undersigned, hereby associate ourselves together for
The purpose of becoming a corporation under the laws of the
State of Florida. Providing for the formation, rights, privileges
immunities and liabilities of Incorporation for profit.

ARTICLE I

The name of the corporation should be:

PLEASE RENT-A-CAR, INC.

ARTICLE II

The corporation will engage in any activity or business
Permitted under the laws of the State of Florida and the
United States of America.

ARTICLE III

The maximum number of shares, which the corporation is
Authorize to issue and have outstanding at any one time is
10,000,000 shares of common stock, which shares shall be of \$1.00
par value. All stock is to be issued as fully paid and exempt from
Assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the
Capital stock may be governed and restricted by the by-laws
Or written agreement among the stockholders which shall be
On file in the office of the corporation.

FILED
01 FEB 13 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

The amount of capital with which its corporation may begin Doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of Corporation in the State of Florida is: **757 ARTHUR GODFREY ROAD, MIAMI BEACH, FL 33140.**

The board of directors may from time to time move the Principal office to any other address in the State of Florida. The registered address of the corporation is: **757 ARTHUR GODFREY ROAD, MIAMI BEACH, FL 33140.** Registered agent at the address is **LUIGI PALMA.**

ARTICLE VIII

A board shall manage the business of the corporation Of directors consisting of no less than one nor more than Five directors. A quorum for the holding of a meeting of The board of directors and for the transactions of any Business, which will be properly done by the directors on Behalf of the corporation shall consist of majority of Members thereof; but the directors, by unanimous consent in Writing, included among the minutes of the corporation, may Consent to the doing of any act and such consent in writing Shall have the same force and effect as though the said act Had been done and authorized at a meeting at which a quorum Had been present, or such duties may be delegated to an Executive committee.

ARTICLE IX

The names and post office of the members of the first board
Of directors and the slate of corporate officers

LUIGI PALMA
PRESIDENT

757 ARTHUR GODFREY
MIAMI BEACH, FL 33140

ANGEL VALLEJO
TREASURER/SECRETARY

757 ARTHUR GODFREY
MIAMI BEACH, FL 33140

Stock of the corporation may be issued pursuant
To the provisions of section 1244 of the Internal Revenue Service
Code, so that the stockholders of the Corporation may receive
The benefits provided thereunder.

In witness whereof, we have hereunto set our hands and
Seals, this 2ND day of February of year 2001.



LUIS PALMA
757 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140

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

Pursuant to the provisions of the section 607.0501, Florida
Statutes, the undersigned corporation, organized under the
Laws of the State of Florida.

The name of the corporation is, ~~PLEASE RENT-A-CAR, INC.~~ certify
under the laws of the State of Florida, with its principal place of
business at City of Miami, State of Florida name **LUIGI PALMA**
located at **757 ARTHUR GODFREY, MIAMI BEACH, FL 33140** as
agent to accept process in State of Florida County of **MIAMI-DADE.**

Having been named as registered agent and to accept service
Of process for the above stated corporation 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.


LUIGI PALMA
REGISTERED AGENT

FILED
01 FEB 13 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA