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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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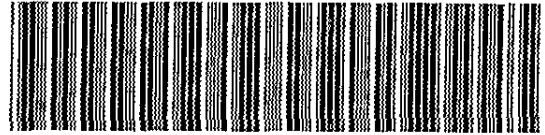
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32311

W03-2824.
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U DRIVE AUTO RENTAL, INC.
16455 NE 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

September 23, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Corporation
U DRIVE AUTO RENTAL, INC.

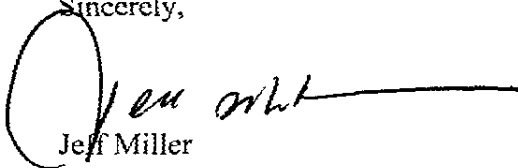
Dear Secretary of State:

Enclosed herewith for filing with the State of Florida is the original Certificate of Incorporation for U DRIVE AUTO RENTAL, INC. Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75 for filing fees.

Upon filing with the State, please return the original document to the following address:
U DRIVE AUTO RENTAL, INC.
16455 NE 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

Your assistance and cooperation in this request will be greatly appreciated.

Sincerely,


Jeff Miller



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 1, 2003

JEFF MILLER
16455 NE 6TH AVE.
NORTH MIAMI BEACH, FL 33162

SUBJECT: U DRIVE AUTO RENTAL, INC.
Ref. Number: W03000028245

We have received your document for U DRIVE AUTO RENTAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 203A00054069

**ARTICLES OF INCORPORATION
OF
U DRIVE AUTO RENTAL, INC**

We, the undersigned are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under Chapter 607 of The Florida Statutes.

ARTICLE 1 - NAME

The name of this corporation is U DRIVE AUTO RENTAL, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principle office of this Corporation is 16455 NE 6th Avenue, North Miami Beach, Florida 33162 and any other location that the Board of Directors may deem appropriate.

ARTICLE 4 - INCORPORATION

The name and address of the of the individuals who are the original subscribers are as follows:

Jeff Miller	16455 NE 6 th Ave N. Miami Beach, Fl 33162
Francisco Zambrana	16455 NE 6 th Ave N. Miami Beach, Fl 33162
Earl Waller, Jr	16455 NE 6 th Ave N. Miami Beach, Fl 33162

ARTICLE 5 - DIRECTOR(S)

The name and address of the individuals who will serve as the initial officers of the corporation until new Director are appointed at the first meeting of the shareholders are as follows:

Name	Address
Jeff Miller President	16455 NE 6 th Avenue N. Miami Beach, Fl 33162
Francisco Zambrana Secretary	6455 NE 6 th Avenue N. Miami Beach, Fl 33162
Earl Waller, Jr Vice President	16455 NE 6 th Ave N. Miami Beach, Fl 33162

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TALLAHASSEE, FLORIDA

ARTICLE 6 – CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time **ONE THOUSAND (1,000)** shares of common stock, each share having the per vale of **ONE DOLLAR (\$1.00)**.

All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 – SUB –CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholder' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The Shares of Stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 8- SHAREHOLDERS'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

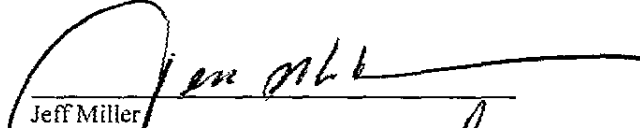
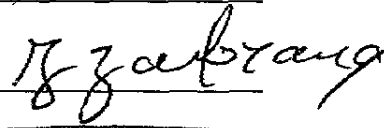
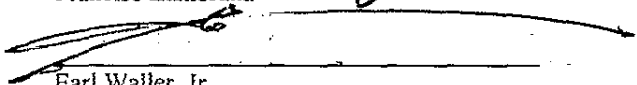
ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, We the undersigned being the original subscribers to this Certificate of Incorporation, does hereby make, subscribe, acknowledged and file this certificate and certify that the facts herein are true and have hereunto set our hand and seal this 15th day of September, 2003.


Jeff Miller

Franciso Zambrana

Earl Waller, Jr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That U Drive Auto Rental, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation in the County of Miami Dade and State of Florida, has name Jeff Miller, 16455 NE 6th Ave, N. Miami Beach, Fl 33162 as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in the capacity, and agreed to comply with the provision of said Act relative to keeping open said office.


Register Agent