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APR 4/

FRANK C. AMATEA
LAWYER

(352) 732-4740
FAX (352) 867-5111

500 N. E. EIGHTH AVENUE
OCALA, FLORIDA 34470

March 31, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

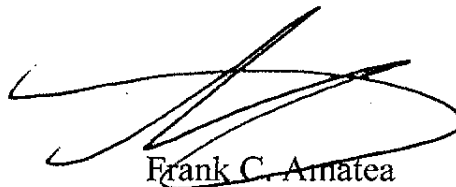
RE: Xpress-Rent-A-Car of Ocala, Inc.

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation, in duplicate, for the subject corporation together with my check for \$70.00 representing the filing fee.

We do not need a certified copy.

Very truly yours,



Frank C. Amatea

FCA:ejm
Enclosures

cc: Mr. and Mrs. Eugene T. Liles

**ARTICLES OF INCORPORATION
OF
XPRESS RENT-A CAR OF OCALA, INC.**

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

ARTICLE I. NAME

The name of the corporation is:

XPRESS RENT-A-CAR OF OCALA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4380 N. E. 36th Avenue
Ocala, FL 34479

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Eugene T. Liles
4380 N. E. 36th Avenue
Ocala, FL 34479

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

ARTICLE V. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation is:

Eugene T. Liles
4380 N. E. 36th Avenue
Ocala, FL 34479

Rebecca F. Liles
4380 N. E. 36th Avenue
Ocala, FL 34479

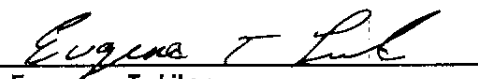
ARTICLE VI. DURATION

The period of duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

The undersigned has executed these Articles of Incorporation this 31 day of March, 2004.


Eugene T. Liles


Rebecca F. Liles

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida

1. The name of the corporation is:

XPRESS RENT-A-CAR OF OCALA, INC.

2. The name and address of the registered agent and office is:

Eugene T. Liles
4380 N. E. 36th Avenue
Ocala, FL 34479

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TALLAHASSEE, FL 32399

SIGNATURE: _____

Eugene T. Liles

TITLE:

Incorporator

DATE:

March 31, 2004

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.

SIGNATURE: _____

Eugene T. Liles

DATE:

March 31, 2004