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Law Offices

*Stephen N. Rosenthal*

*Mailing Address*

*20533 Biscayne Blvd.  
No. 265  
Aventura, Florida 33180*

Downtown Office  
25 West Flagler Street  
Suite 1040  
Miami, Florida 33130

Telephone: (305) 931-1115  
Fax: (305) 931-1180

July 21, 2009

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Universal Car Rentals, Inc.

To Whom It May Concern:

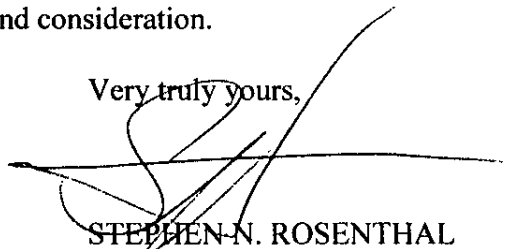
In connection with the above referenced matter, and based upon my representation of Universal Car Rentals, Inc., I am herewith enclosing the following:

- A. Original and copy of the Articles of Incorporation;
- B. My check in the sum of \$90.00; and,
- C. Self addressed stamped envelope.

At this time, I would appreciate your filing the enclosed Articles and thereafter returning same to my office so that my clients can obtain a tax identification number.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

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**ARTICLES OF INCORPORATION**  
**OF**  
**UNIVERSAL CAR RENTALS, INC.**  
\*\*\*\*\*

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE I - NAME**  
**UNIVERSAL CAR RENTALS, INC.**

**ARTICLE II - PURPOSE**

A. To carry on and engage in the business acquiring, renting, marketing, leasing, selling, trading, hiring and use of motor vehicles and all acts necessary and/or related thereto;

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to-wit:

(1000) shares of common stock, having no par value.

**ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be: 86 N.W. 36th Street, Miami, Florida 33127.

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be Luxner Jean and the Registered Office shall be located at: 86 N.W. 36th Street, Miami, Florida 33127, or such other person or such other place as the Director or Board of Directors, may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### **ARTICLE VIII - OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
LUXNER JEAN	President/Treasurer Secretary	86 N.W. 36th Street Miami, Florida 33127

#### **ARTICLE IX -BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of one (1) but not more than five (5) persons.

#### **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
LUXNER JEAN	86 N.W. 36th Street Miami, Florida 33127

#### **ARTICLE XI - INCORPORATOR OR INCORPORATORS**

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
LUXNER JEAN	86 N.W. 36th Street Miami, Florida 33127	600	\$ 2,000.00

#### **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### **ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami,  
Dade County, Florida, this 22 day of June, 2009.

Jean Luxner (SEAL)  
LUXNER JEAN

\_\_\_\_ (SEAL)

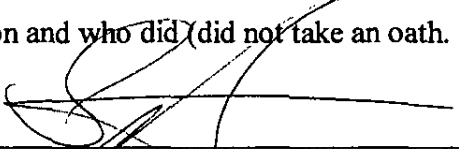
STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 22 day of June, 2009 by LUXNER JEAN and X. Luxner, who are personally known to me or have produced license as identification and who did (did not) take an oath; by

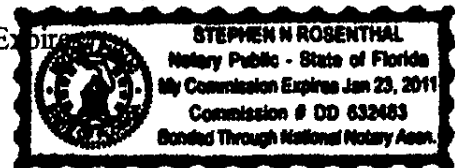
✓, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did (did not) take an oath; by

\_\_\_\_\_ who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did (did not) take an oath; by

\_\_\_\_\_ who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires \_\_\_\_\_



**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
UNIVERSAL CAR RENTALS, INC. and agree to serve as its Registered Agent, to  
accept service of process within the State at its Registered Office located at: 86 N.W. 36th  
Street, Miami, Florida 33127.

  
\_\_\_\_\_  
LUXNER JEAN

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