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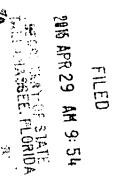
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Conversion



5/4/15



April 30, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

E-Z RENT A CAR, INC. 2003 MCCOY ROAD ORLANDO, FL 32809US

SUBJECT: E-Z RENT A CAR, INC.

REF: P94000003738

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PLEASE GIVE ORIGINAL SUBMISSION

DATE AS FILE DATE

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Annette Ramsey Regulatory Specialist II FAX Aud. #: H15000105300 Letter Number: 715A00008903

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PLEASE GIVE ORIGINAL SUBMISSION

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Examiner's Initials

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STATE OF FLORIDA CERTIFICATE OF CONVERSION FOR THE CONVERSION OF A FLORIDA PROFIT CORPORATION INTO A DELAWARE LIMITED LIABILITY COMPANY

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SECH CANDOF STATE

This Certificate of Conversion is submitted with respect to the conversion of E-Z RENT A CAR, INC., a Florida profit corporation (the "Florida Corporation"), into E-Z RENT A CAR, LLC, a Delaware limited liability company (the "Delaware LLC"), in accordance with Section 607.1113, Florida Statutes.

- 1. The Florida Corporation has converted into the Delaware LLC in compliance with Chapter 607, Florida Statutes, and the conversion complies with the laws of the State of Delaware.
- 2. The plan of conversion was approved by the Florida Corporation accordance with Chapter 607, Florida Statutes.
- 3. The effective date of the conversion in the State of Delaware and the State of Florida shall be the date upon which a certificate of conversion is filed with the Delaware Secretary of State.
- 4. The address of the principal office of the Delaware LLC under the laws of the State of Delaware is 2003 McCoy Road, Orlando, Florida 32809.
- 5. If the Delaware LLC is not authorized to transact business in the State of Florida, then it appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Florida Corporation, including any appraisal rights of shareholders of the converting Florida Corporation under Sections 607.1301-607.1333 of the Florida Statutes, and the Florida Department of State may use the following street and mailing address for purposes of Section 607.1114(4), Florida Statutes: 2003 McCoy Road, Orlando, Florida 32809.
- 6. The Delaware LLC has agreed to pay any shareholders having appraisal rights the amount to which shareholders are entitled under Sections 607.1301-607.1333 of the Florida Statutes.

Executed on this 29th day of April, 2015.

E-Z RENT A CAR, INC.,

a Florida corporation

Name: Mahrdad Men

Title: President