

P94000003738

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Conversion

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CLERK OF STATE
TALLAHASSEE, FLORIDA

DR
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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DATE AS FILE DATE
4/29/15

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Annette Ramsey
Regulatory Specialist II

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CORPDIRECT AGENTS, INC. (formerly CCRS)
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FILING COVER SHEET
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CONTACT: Kim Weidenbach

DATE: 05/01/15

REF. #: 9533158

CORP. NAME: E-Z RENT A CAR, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION FILING | | |

PLEASE GIVE ORIGINAL SUBMISSION
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4/29/15

STATE FEES PREPAID WITH CHECK# 700 394 86 **FOR \$** 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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

FILED

2015 APR 29 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

By: 

Name: Mehrdad Memarpour

Title: President