

CORPORATION INFORMATION
SERVICES, INC.
1201 STATE STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX



MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 537706 9969A

AUTHORIZATION :

COST LIMIT : 9 PPD

800001059168
-02/07/95-01050-011
***122.50 ***122.50

ORDER DATE : February 7, 1995

ORDER TIME : 10:18 AM

ORDER NO. : 537706

CLSTOMER NO: 9969A

CUSTOMER: Sam D. Norton, Esq
NORTON, GURLEY & HAMMERSLEY
P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

FILED
95 FEB -7 PM 1:27
RECEIVED
95 FEB -7 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

DOMESTIC FILING

P95000010162

NAME: AFFORDABLE CAR RENTAL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

Jm
2-17-95
02/17

LAW OFFICES OF
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CARREIRA
SCOTT W. DUNLAP*
JAMES D. GIBSON
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
NATALIE A. HERRIG***
E. JOHN LOPEZ**
JOHN A. MORAN
DAVID D. NEISER
SAM D. NORTON*

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 813-954-4691
TELECOPIER 813-954-2128

FORT MYERS OFFICE:
SUN BANK FINANCIAL CENTER
SUITE 400
12730 NEW PRITANY BLVD
FORT MYERS, FLORIDA 33907
TELEPHONE 813-936-8622
TELECOPIER 813-275-1179

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

***ALSO ADMITTED IN INDIANA

February 2, 1995

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **Affordable Car Rental, Inc.**

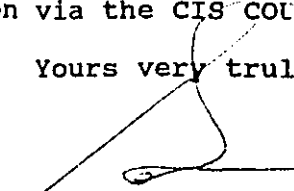
Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the above-referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	\$52.50
Registered Agent	\$35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

Yours very truly,



Sam D. Norton
For the Firm

SDN:ss

Enclosure

C:\1288\State.ltr

**ARTICLES OF INCORPORATION
OF
AFFORDABLE CAR RENTAL, INC.**

FILED
95 FEB -7 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is: AFFORDABLE CAR RENTAL, INC., a Florida Corporation.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, seawalls, canals and water

and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 500 shares of Common Stock having no par value.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The initial street address of the registered office of this Corporation in the State of Florida is: 5726 Cortez Road, W., Bradenton, FL 34210. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Edward L. Walmsley. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VII

DIRECTORS: This Corporation shall have one (1) Director. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS: The name and street address of the first Board of Directors is:

Edward L. Walmsley
5726 Cortez Road, W.
Bradenton, FL 34210

ARTICLE IX

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward L. Walmsley	5726 Cortez Road, W. Bradenton, FL 34210

ARTICLE X

SHAREHOLDER'S PREEMPTIVE RIGHTS: The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

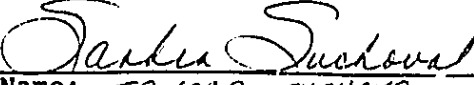
The undersigned Incorporator has executed these Articles this 1ST day of February, 1995.


EDWARD L. WALMSLEY

"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of February, 1995, by EDWARD L. WALMSLEY, as Incorporator of AFFORDABLE CAR RENTAL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.


Name: SANDRA SUCHOVAL
Notary Public

My Commission Expires:




OFFICIAL SEAL
SANDRA SUCHOVAL
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226158

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


EDWARD L. WALMSLEY

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of February, 1995, by EDWARD L. WALMSLEY, as registered agent, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: SANDRA SUCHOVAL
Notary Public

My Commission Expires:



OFFICIAL SEAL
SANDRA SUCHOVAL
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226158

C:\1288\Articles, Inc.

CAPITAL CONNECTION, INC.

419 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222 95

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Affordable Car No. 52108
Rental, Inc.**P95000010162**

C.C. FEE DISBURSED

Capital Express
of File

Corp. Record Search

Ltd. Partnership

Foreign Corp. File

☒ () Gen. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

200001538652

-10/02/95 01017 010

*****35.00 *****35.00

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

change of R/A

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

95 OCT -2 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY _____

WALK-IN
Will Pick Up10/3 12:30

CK No. _____

Corrected
per NicolePlease remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: AFFORDABLE CAR RENTAL, INC.

1a. Date of Incorporation 2-7-95 Document number PA5000010162

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

EDWARD WALMSLEY
5726 CENTEL RD W. SUITE 254, BRADENTON, FL 34202

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

JEFF DEAN - AFFORDABLE CAR RENTAL INC
727 SOUTH MIAMI TRAIL, DUNN, FLA

95 OCT -2 PM 12:51
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE E. Walmsley
(name and title) E. Walmsley

DATE 5-5-95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Jeff Dean
(Registered Agent)

DATE 5-5-95

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

CR2E045 (7-90)

FILING FEE: \$35.00

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1232

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Affordable Car No 52108

Rental, Inc.

DIVISION _____

Capital _____

Art. of Amend. File _____

Corp. Record Search _____

Ltd. Partnership File _____

Foreign Corp. File _____

() Cert. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U S - _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate K1 _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

File No.'s, _____ Copies

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 10/3 12:30
Will Pick Up

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8067

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	10/17		
BY			

WALK-IN Will Pick Up 10/3 12:30

RE: Affordable Car Rental, Inc. N^o 52108

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Gen. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-	460881538664	
Fictitious Name File	0/02/95-01017-019	
	*****35.00 *****35.00	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate K1		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$ 10 1/2
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection



Florida Department of State, Jim Smith, Secretary of State
 AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
 95 OCT -2 PM 12:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF Florida
 COUNTY OF Manatee

I, Edward L. Walmsley after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

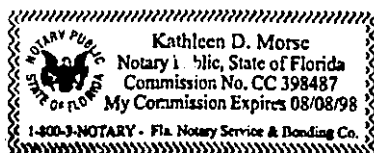
I, Edward L. Walmsley hereby resign as president, secy of
 (Title)

AFFORDABLE CAR RENTAL, INC., a Florida corporation;
 (Name of Corporation) *effective 5-5-95*

That the corporation has been notified in writing of the resignation.

Edward L. Walmsley
 Signature of resigning officer/director

Sworn to and subscribed before me this 29th day of September 1995
 by EDWARD L. WALMSLEY who presented FID# W452232430830.



Kathleen D. Morse
 KATHLEEN D. MORSE NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS \$35.00