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February 14, 1995

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Division of Corporations
Department of State
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

RE: ATLANTIC VEHICLE RENTAL, INC.

Dear Sir:

Please find the enclosed Articles of Incorporation for ATLANTIC VEHICLE RENTAL, INC. for filing with the Secretary of State. A firm check in the amount of \$122.50 for the Filing Fees of \$35.00, Certified Copy, \$52.50, and Registered Agent Designation, \$35.00, is enclosed.

Please send a certified copy of the Articles of Incorporation to this office. If you have any questions, please feel free to contact my office. Thank you for your assistance in this matter.

Sincerely,

Cecilia Bryant
Cecilia Bryant

Enclosures
CB/jb

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-17-95

**ARTICLES OF INCORPORATION
OF
ATLANTIC VEHICLE RENTAL, INC.**

ARTICLE I - NAME

The name of this corporation is **Atlantic Vehicle Rental, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Fourteen Thousand (14,000), divided into three classes. The designation of each class and the number of shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Common	2,000	\$ 1.00
Class A Preferred Stock	2,000	\$100.00
Class B Preferred	10,000	\$100.00

The preferences, limitations, and relative rights in respect of the shares of each class, are as follows:

The holders of Class A Preferred Stock and Class B Preferred Stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of Eight (8%) Percent payable quarterly, on dates to be fixed by the directors, before any dividend shall be set apart or paid on the common stock.

The dividends upon the shares of Class A Preferred Stock and Class B Preferred Stock shall be cumulative, so that if in or for an year dividend amounting to Eight (8%) Percent of surplus net profits shall not be paid on the shares of Class A Preferred Stock and Class B Preferred Stock, the dividend shall be a charge upon the net earnings of the corporation, and shall be payable subsequently, before any dividend shall be set apart or paid upon the common stock. The holders of shares of Class A Preferred Stock and Class B Preferred Stock shall not be

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TALLAHASSEE, FLORIDA

entitled to any further dividend or share of profits beyond the cumulative yearly dividend of Eight (8%) Percent; and the holders of common stock shall be entitled to receive all moneys appropriated to dividends after the cumulative dividends of Eight (8%) Percent on the shares of Class A Preferred Stock and Class B Preferred Stock shall have been fully paid.

Class A Preferred Stock and Class B Preferred Stock and all dividends to which each is entitled shall be first liens on the assets of the corporation. In case of the liquidation or the dissolution of the corporation, the holders of Class A Preferred Stock and Class B Preferred Stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend charge before any amount shall be paid to the holders of the common stock. on any such liquidation or dissolution after the payment to the holders of the common stock of its par value, the remaining assets and funds shall be divided pro rata amount the holders of both classes of the capital stock..

Each and every certificate of Class A Preferred Stock and Class B Preferred stock shall be subject to redemption, and may at the option of the directors, on any quarterly dividend date, any time after five years from the date of the issuance of such certificate, be called and retired at the price of One Hundred Five Dollars (\$105) for each share and the amount of dividends accrued and unpaid at the date of redemption. Notice of the intention to call and retire a certificate shall be given to the holder ten days before the quarterly due date of the dividend at which the same is to be retired. Such notice shall be deemed given when served personally upon the owner of the certificate or when placed in an envelope, postage prepaid, addressed to the holder of the certificate at his or her address as it appears upon the books of the corporation, and deposited in any United States Post Office.

Every holder of Class A Preferred Stock shall be entitled at any time to surrender his or her certificates for such stock, and to receive in replacement .5714 share of common stock for each share of Class A Preferred Stock surrendered. However, should any increase or reduction in the number of outstanding shares of common stock occur after the date of the first issuance of the preferred stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares, the number of common shares to be issued to the holder of the preferred shares must be fairly and equitably adjusted by appropriate amendment of this paragraph so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the preferred shares. Any amendment and adjustment necessitated by an increase or reduction in the number of outstanding common shares must be accomplished before any notice of redemption may be given to the Class A Preferred Stock.. All certificates of Class A Preferred Stock thus exchanged for common stock shall be retired and canceled and shall not be reissued.

No holder of Class A Preferred Stock or Class B Preferred Stock shall be entitled as a matter of right to subscribe for or to purchase from the corporation any further or other stock in the corporation or to participate in any increase in the stock of the corporation. Only holders of common stock shall have the right to subscribe for or to buy or receive from the corporation any stock issued by these Articles, or in case of any increase in the stock of the corporation in any one or more classes of otherwise at the price at which it is offered to others.

ARTICLE V - VOTING RIGHTS

Neither the holders of Class A Preferred Stock nor the holders of Class B Preferred Stock shall be entitled to any vote in the management of the corporation or to any voting powers in any stockholders' meeting. The sole management of the corporation shall be in the hands of the holders of common stock, and they alone shall be entitled to vote at any meeting of the stockholders of the corporation. At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates. The affirmative vote of two thirds (2/3) of the shares of this corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of substantial assets, and amendments.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is Joseph W. Rogers, 17 Lake Julia Drive, South, Ponte Vedra Beach, Florida 32082.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is Mr. Joseph W. Rogers, 17 Lake Julia Drive, South, Ponte Vedra Beach, Florida 32082.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the principal office and initial registered office of this corporation is 17 Lake Julia Drive, South, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Joseph W. Rogers.

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in that capacity.


JOSEPH W. ROGERS

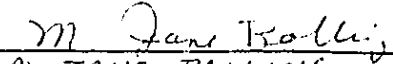
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of February, 1995.


JOSEPH W. ROGERS

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Joseph W. Rogers unto me and known by me to be the person who executed the foregoing Articles of Incorporation and who accepted the appointment as registered agent, and she acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of February, 1995 at Jacksonville, Duval, County Florida.


M. JANE BULLING

Notary Public, State of Florida At Large
My Commission Expires: 8-7-95