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8/07/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THRIFTY'S INC.

FAX AUDIT NUMBER: H96000008418

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moriham
Secretary of State

August 1, 1995

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: THRIFTY'S INC.
REF: W95000015366

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Loria Poole
Corporate Specialist

FAX Aud. #: W95000008418
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95-08418

ARTICLES OF INCORPORATION

of THRIFTY'S INC.
 a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: THRIFTY'S INC.
 Address of the Corporation: 9843 NORTHWEST 6TH PLACE
PLANTATION, FLORIDA 33324

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
 PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

9843 NORTHWEST 6TH PLACE, PLANTATION, FLORIDA 33324

and the name of the initial registered agent at such address is KILEEN LITTLE

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Kileen Little
 Signature of Registered Agent

7-31-95
 Date

KILEEN LITTLE

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. KILEEN LITTLE 9843 NORTHWEST 6TH PLACE, PLANTATION, FL 33324

Article 7: The Name and address of the incorporator is:

KILEEN LITTLE 9843 NORTHWEST 6TH PLACE, PLANTATION, FL 33324

In witness whereof I have subscribed my name

Kileen Little
 Signature of Incorporator

KILEEN LITTLE

H95-08418
 ACE INDUSTRIES, INC.
 54 NW 11th Street
 Miami, FL 33138
 305-358-2571