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1234-2693-1

1/9/96

JOHN MAFFEI

407-847-527

MAFFEI FINANCIAL MANAGEMENT

OFFICE USE ONLY

326 W DAK STREET

XXXXXXXX KISSIMMEE FL

3 4 7 4 1

4000001684754  
-01710/295--01097--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

RE-REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CR2E031(10/92)

Examiner's Initials

096-7046  
096-1982  
00678  
0524  
0601  
need agent address



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 14, 1995

JOHN A. MAFFEI  
MAFFEI FINANCIAL MANAGEMENT, INC.  
326 E. OAK ST.  
KISSIMMEE, FL 34741

The name SPECIALTY AUTO RENTAL, INC. has been reserved for 120 days beginning December 12, 1995. The reservation number is R95000005622 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 295A00053758



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

January 12, 1996

JOHN MAFFEI  
326 WEST OAK STREET  
KISSIMMEE, FL 34741

SUBJECT: SPECIALTY AUTO RENTALS, INC.  
Ref. Number: W96000001044

We have received your document for SPECIALTY AUTO RENTALS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 396A00001754

Jan 22, 1996

Dear Miss Buckley:

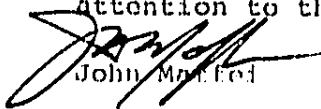
Thank you for your assistance on the phone the other day.

I have corrected the principal and mailing office requirement for Specialty Auto Rentals, Inc., pursuant to your request. The revision is contained in Article 1 of the charter.

Enclosed is the original page, followed by the corrected one.

Should you need any further information, please contact me again.

On behalf of Specialty Auto Rentals, Inc., I thank you for your attention to this matter.

  
John M. Ford



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

January 26, 1996

**JOHN MAFFEI**  
326 WEST OAK STREET  
KISSIMMEE, FL 34741

**SUBJECT: SPECIALTY AUTO RENTALS, INC.**  
Ref. Number: W96000001982

We have received your document for SPECIALTY AUTO RENTALS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

**PLEASE LIST AN ADDRESS FOR THE REGISTERED AGENT. IT MUST BE A STREET ADDRESS, NOT A POST OFFICE BOX.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 096A00003454

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
SPECIALTY AUTO RENTALS, INC.

\*\*\*\*\*

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

FIRST: The name of this corporation is SPECIALTY AUTO RENTALS, Inc. Principal and mailing offices located at P.O. Box 592213 Orlando, FL 32859.

SECOND: The date of commencement of corporate existence shall be effective 12:01 A.M. (EST) JAN 15, 1996, and shall remain perpetual subsequent to that date.

THIRD: The purpose or purposes for which this corporation is organized are:  
To engage in any activity or business permitted under the laws of The United States and the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (500,000) common shares with a par value of one penny (.01), and ten thousand (10,000) Series A 12% Preferred Stock, with a par value of ten dollars(10.00). The Preferred stock shares shall be cumulative, convertible non-voting stock. A preference exists for these shares as to dividends paid, voluntary or involuntary liquidation of the corporation, and redemption provisions. Such shares if and when redeemed shall be purchased by the corporation at no less than one hundred ten percent (110%) of book value as reflected on the corporations next quarterly financial report subsequent to notification of redemption. The Board of Directors will have sole power to vote for redemption of any and all preferred stock issued and outstanding. Each share shall be convertible into one (1) share of common stock at the prevailing book value of the common stock as of the next quarterly financial statement reporting period. Intent by shareholders to exercise such conversion shall be made no less than 45 days prior to the end of any quarter. Intent shall be a written request to the corporate secretary.

FIFTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting with not less than a fifty-one percent (51%) shareholder vote of approval to undertake such action.

SIXTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of common stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation.

The preemptive right of any holder is to be determined by the ratio of the authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

SEVENTH: The corporation, may have the stockholders meeting, and/or Board of Directors meeting at such times and places approved by the board. Remuneration by the corporation to board members attending a meeting shall be determined by the board of directors.

EIGHTH: The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, if he or she reasonably believed they were in good faith and in a manner not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful pursuant to Federal and/or State Law.

NINTH: The common shares of this corporation shall be subject to the right of the shareholders to require redemption of, or the corporation to redeem any of such shares outstanding when a fifty-one percent (51%) or greater vote in favor of such action is proposed and passed at a shareholders meeting. Notification in writing of intention to redeem such shares subsequent to approval, shall be made to those holding such shares not less than sixty (60) days of the date of redemption. Consideration for such shares shall be determined and approved by the Board of Directors, but in no case less than the book value per share determined by subtracting total liabilities from total assets, and dividing the remainder by the total number of common shares issued and outstanding.

TENTH: Pursuant to Florida Statute 607.117 of the Florida General Corporation Act, a meeting of shareholders may be called to entertain a motion for the removal of any director, or the entire Board of Directors, for cause. Such action may be undertaken by a vote of the holders of a majority of the shares then entitled to vote at an election of Board of Directors.

ELEVENTH: Pursuant to Florida Statute 607.154 of The Florida General Corporation Act, any officer elected by the Board of Directors may be removed by the board whenever in its judgment, the best interests of the corporation will be served thereby. Removal as provided in this section shall be without prejudice to the contract rights, if any, of the person so removed. Any officer or agent elected by the shareholders may be removed only by vote of the shareholders. Board action for removal of a director shall be at the discretion of the board.

TWELFTH: All of the issued stock of all classes shall be subject to the following restriction on transfer, permitted by Section 607.057 of the Florida General Corporation Act:

Each shareholder shall offer to the corporation a thirty (30) day "first right of refusal option" to purchase such shares from those stockholders who wish to sell or otherwise dispose of such shares. Such value shall be determined consistent with Article Nine (9) as set forth in the Articles of Incorporation.

The corporation will state on each share that restrictions as to transfer apply, and will furnish without charge to any shareholder a full statement of such restrictions.

THIRTEENTH: The corporation shall make no offering of any of its stock of any class which would constitute a "Public Offering" within the meaning of the United States Security Act of 1933 including amendments thereof. Notwithstanding this clause, the company may, in compliance with Florida Statute 607.057, issue rights, options, or warrants entitling the holders thereof to purchase from the corporation shares of any class or classes of stock. Consideration for such shares shall be in conformity with Florida Statute 607.054 as to minimum value when such security is issued. The instrument of such security shall be approved by the Board of Directors, and incorporate the conditions thereof. Such rights options or warrants, may be issued to directors, officers, and employees, as an incentive to service or to a trustee on behalf of such directors, officers, or employees.



FOURTEENTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

NAME	ADDRESS
James W. Bascom	4724 Lake Calabay Drive Orlando, Fl. 32837
Generoso L. Rojas	19241 N.W. 89th Ave Miami, Fl. 33015
Ricardo Rojas	5769 N.W. 98th Pl Miami, Fl. 33178

FIFTEENTH: The names and address of the Incorporator  
199

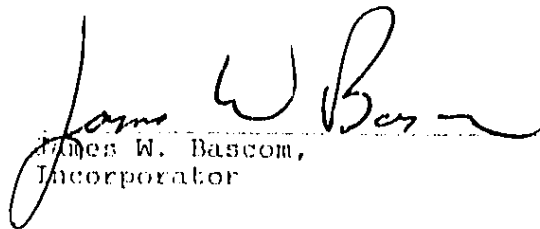
NAME

ADDRESS

James W. Bascom

4724 Lake Calabay Dr.  
Orlando, FL 32837

Dated: January 8, 1996

  
James W. Bascom,  
Incorporator

STATE OF FLORIDA)

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SS: 394-12-1862

COUNTY OF ORANGE

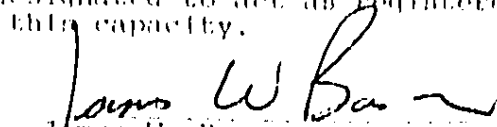
The foregoing instrument was  
acknowledged before me this 9th day of January  
1996, by JAMES W. BASCOM of Specialty Auto Rentals, Inc.

  
NOTARY PUBLIC



SHARON LEE DAVIS  
MY COMMISSION EXPIRES  
AUGUST 14, 1997  
LOUISIANA STATE BAR ASSOCIATION

James W. Bascom, having been designated to act as registered agent, hereby agrees to act in this capacity.

  
James W. Bascom  
4724 Lake Calabay Drive  
Orlando, Fl. 32837

NOTE TO FILING SECTION

ON Thursday Jan 4, 1996, I contacted your department regarding the name reservation for SPECIALTY AUTO RENTAL, INC. Upon filling the reservation, I failed to put an "s" for rentals, making it plural rather than singular. I spoke with Shawn, who said it would be acceptable to send this letter, authorizing your department to correct the word RENTAL TO RENTALS. Our documents reflect a change as well. (Copy of letter for reservation attached for ready reference).

Also, please accept this letter as authorization to change the incorporator to James W. Bascom.

Thank you for your assistance in this matter.

  
John Maffei  
Original reservationist.

56 JAN 16 11:10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA