FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
97 MAY -1 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000016024

1. Corporation Name

CAR RENTAL ACQUISITION CORPORATION

Principal Place of Business	Mailing Address
801 Brickell Ave. Suite 932 Miami, FL 33131	801 Brickell Ave. Suite 932 Miami, FL 33131

3. Date Incorporated or Qualified: 2/21/1997
3a. Date of Last Report:

2. Principal Place of Business 21 / Suite, Apt #, etc 22 / City & State 23 / Zip 24 / Country 25

2a. Mailing Address 26 / Suite, Apt. #, etc. 27 / City & State 28 / Zip 29 / Country 30

4. FEI Number — [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

Hartley, Tim
80 S.W. 8th Street
Suite 2520
Miami, FL 33130

10. Name and Address of New Registered Agent

81 Name: INTRASTATE REGISTERED AGENT CORPORATION
82 Street Address (P.O. Box Number is Not Acceptable): 701 Brickell Ave., Suite 3000
83
84 City: Miami FL 85 Zip Code: 33131

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes. INTRASTATE REGISTERED AGENT CORPORATION

SIGNATURE By: [signature], Steven H. Hagen, Vice President 4/11/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	Bradley, Randall L	
STREET ADDRESS	801 Brickell Ave., Suite 932	
CITY-ST-ZIP	~~Miami, FL 33131~~	
TITLE	D	[ ] DELETE
NAME	Glasberg, Steven	
STREET ADDRESS	801 Brickell Ave., Suite 932	
CITY-ST-ZIP	~~Miami, FL 33131~~	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/AS/AT/D	[X] Change [ ] Addition
1.2 NAME	Bradley, Randall L.	
1.3 STREET ADDRESS	801 Brickell Ave., Suite 932	
1.4 CITY-ST-ZIP	Miami, FL 33131	
2.1 TITLE	VP/D	[X] Change [ ] Addition
2.2 NAME	Glasberg, Steven	
2.3 STREET ADDRESS	801 Brickell Ave., Suite 932	
2.4 CITY-ST-ZIP	~~Miami, FL 33131~~	
3.1 TITLE	S/T/D	[ ] Change [X] Addition
3.2 NAME	Tuccillo, Gregg	
3.3 STREET ADDRESS	801 Brickell Ave., Suite 932	
3.4 CITY-ST-ZIP	~~Miami, FL 33131~~	
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME	300002161693--0	
4.3 STREET ADDRESS	-05/01/97--01039--022	
4.4 CITY-ST-ZIP	****165.00 ****165.00	
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

CR2E034 (9/96)

5/1/97

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] - President 4/11/97
Randall L. Bradley
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #