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J. William Masters, II

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5142 Curry Ford Road
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March 21, 1996

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

SUBJECT: Galeria Auto Rentals, Inc.

Enclosed please find an original and one (1) copy of the articles of
Incorporation for the above corporation and check in the amount of \$122.50.

FROM: J. WILLIAM MASTERS, II, ESQUIRE
5142 Curry Ford Road
Orlando, Florida 32812
407-823-8868

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/28/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
GALERIA AUTO RENTALS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

Article One: Name. The name of the corporation is Galerie Auto Rentals, Inc.

Article Two: Nature of Business. The general character, purpose and nature of business to be transacted by this corporation is automobile rentals and whatever other business its Directors may direct, and in the process of such business, to:

(a) Acquire by purchase, lease or otherwise, lands and/or the structures thereon and interest in lands, etc., and to own, hold, improve, develop and have to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures now or hereinafter erected on any lands owned, held or occupied and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or otherwise, or any right or interest therein.

(b) To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary, or useful in the equipment, furnishing, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity a business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell, or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

(f) To become a partner with any person or persons, corporation, or other business entity, and to engage in the same or other of any character of business legal in the State of Florida.

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

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business and to promote its objects within the State of Florida or elsewhere without restriction as to place or as to amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in the company of others, and to do and perform all such things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers hereinabove set forth, except as where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this article shall be regarded as independent objects and powers.

Article Three: Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of one dollar each.

Article Four: Initial Capital. The amount of the capital with which this corporation shall begin business is \$5,000.00.

Article Five: Term of Existence. This corporation shall have perpetual existence.

Article Six: Address. The initial street address of the principal office of the corporation shall be 1161 W. State Road 436, Altamonte Springs, Florida 32714. The Board of Director may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Article Seven: Resident Agent. In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

That Galerie Auto Rentals, Inc., desiring to organize under the laws of the State of Florida with its principal office of the corporation at 1161 W. State Road 436, Altamonte Springs, Seminole County, Florida 32714, has named J. William Masters, II, located at 5142 Curry Ford Rd., Orlando, FL 32812, as its agent to accept service of process within this State.

Acknowledgement:

I, J. William Masters, II, having been named to accept service of process for the above stated corporation, at the place designated in this certificate, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Resident Agent,
J. William Masters, II

Article Eight: Directors. The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall be never less than one.

Article Nine: Initial Director. The name and street address of the initial director who shall hold office until his successors are elected and have been qualified are as follows:

Robert L. Garver, 2128 Palm Crest Dr., Apopka, FL 32712

Article Ten: Subscriber. The name and street address of the subscriber to these Articles of Incorporation is as follows:

Robert L. Garver, 2128 Palm Crest Dr., Apopka, Fl 32712

Article Eleven: Amendment. These Articles of Incorporation may be amended in the manner provided by law. Each and every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by eighty-five per cent of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

In Witness whereof, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation this 21 day of March, 1996.

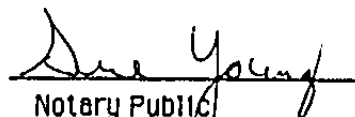
 (Seal)
Robert L. Garver

State of Florida,
Orange County

Before me, the undersigned notary public, personally appeared Robert L. Garver, of 2128 Palm Crest Dr., Apopka, Fl 32712, who identified himself to me by a current Florida Driver's License, to be the individual described in and who first being duly sworn, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. Witness by hand and official seal in State of Florida, Orange County this 21 day of March, 1996.



OFFICIAL SEAL
SUE YOUNG
My Commission Expires
March 24, 1996
Comm. No. CC 188862


Notary Public
My commission expires: