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Mailing Address: P.O. Drawer 13146, Pensacola, Florida 32591

April 8, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of:
Reserve Rent-A-Car, Inc. and
Premier Acceptance Corporation

RECEIVED BY MAIL
04/09/96 01:17:02
****145.00 ****145.00

Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation concerning the above, for filing with your office. A check in the amount of \$145.00 is enclosed to cover the cost of filing.

I would appreciate your faxing a copy to 904-434-7844 and returning the certified copy to my office at your earliest convenience. If you should have any questions, please advise.

Sincerely,


Mark A. Bednar

MAB:tms
enclosures

Please return to:
Mark A. Bednar, Esquire

96 APR 10 AM 8 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RMC
4-16-96

**ARTICLES OF INCORPORATION
OF
RESERVE RENT-A-CAR, INC.**

FILED
96 APR 10 AM 8 41
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: RESERVE RENT-A-CAR, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 398 West John Sims Parkway, Niceville, Florida 32578, and the name of the registered agent for this corporation is MARK A. BEDNAR, 11 East Zaragoza Street, Pensacola, Florida 32501.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

MARK A. BEDNAR

11 East Zaragoza Street

Pensacola, Florida 32501

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

MARK A. BEDNAR

11 East Zaragoza Street

Pensacola, Florida 32501

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

MARK A. BEDNAR

500 Shares

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in

these Article of Incorporation.

ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV - TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Article of Incorporation this 8th day of April, 1996.


MARK A. BEDNAR

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 8th day of April, 1996 by MARK A. BEDNAR, who is personally known to me or who has produced 1/A as identification and who did/ did not take an oath.


NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


FILED
96 APR 10 AM 8:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Reserve Rent-A-Car, Inc.
2. The name and address of the registered agent and office is Mark A. Bednar, 11 East Zaragoza Street, Pensacola, Florida 32501.


MARK A. BEDNAR, PRESIDENT
11 East Zaragoza Street
Pensacola, Florida 32501

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MARK A. BEDNAR

April 8th, 1996