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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: CAPITAL RENT A CAR OF TAMPA, INC.

AUDIT NUMBER.....H97000003006

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

ACE INDUSTRIES, INC.

SUBJECT: CAPITAL RENT A CAR OF TAMPA, INC.
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**ARTICLES OF INCORPORATION
OF**

CAPITAL RENT A CAR OF TAMPA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAPITAL RENT A CAR OF TAMPA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$5.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 4606 Spruce Street, Tampa, Florida 33622, and the mailing address is P.O. Box 25302, Tampa, Florida

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PREPARED BY: STEINBERG, BLEMMY & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Dade (305) 462-2344/Broward
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
805-368-2571

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33622, or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

Robert D. Slewatt
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII. OFFICERS

The name and street address of the officers of this corporation is:

NAME/ADDRESS

POSITION

Leo Joshua Gonzalez
4606 Spruce Street
Tampa, Florida 33622

Director/President

Moses Garip, Jr.
4606 Spruce Street
Tampa, Florida 33622

Director/Vice-President

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this

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corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 20 day of February, 1997.


ROBERT D. SLEWETT
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT D. SLEWETT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 20 day of February, 1997.


NOTARY PUBLIC
State of Florida at Large



PAUL B. STEINBERG
My Commission CC327447
Expires Nov. 21, 1997
Bonded by (LAI)
800-422-1858

STEINBERG, SLEWETT & YAPPE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Dade (305) 462-2344/Broward

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for CAPITAL RENT A CAR OF TAMPA, INC. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 20 day of February, 1997.


PAUL B. STEINBERG
Registered Agent

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TALLAHASSEE, FLORIDA

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