

HEAD, SMITH, METCALF, AGUILAR,  
MOSS, SIERON & PERRITT, P.A.

ATTORNEYS AT LAW  
1329 KINGSLEY AVENUE, SUITE A  
POST OFFICE BOX 855  
ORANGE PARK, FLORIDA 32073

ROBERT J. HEAD, JR.  
LARRY SMITH  
FRANK B. METCALF  
ROBERT AGUILAR  
JOHN B. MOSS  
MARK A. SIERON  
HOLLY FULTON PERRITT  
STACEY L. MYERS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 2:30  
TELEPHONE  
(904) 264-6000  
TELECOPIER  
(904) 264-9228  
REAL ESTATE TELECOPIER  
(904) 269-5726

P98000-93689

800002673948--4  
-10/28/98--01012--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32399

RE: Automax Rental Cars, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation to be filed with the Secretary of State. I also enclosed our firm check payable to the Secretary of State in the amount of \$78.75 for the cost of the filing fee.

Thank you for your assistance. Should you need any further information, please do not hesitate to contact this office.

Yours very truly,

John B. Moss / *[Signature]*  
John B. Moss

JBM/rll  
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 28, 1998

JOHN B MOSS ESQUIRE  
HEAD SMITH ER AL  
P O BOX 855  
ORANGE PARK, FL 32073

SUBJECT: AUTOMAX RENTAL CARS, INC.  
Ref. Number: W98000024464

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 3:39

We have received your document for AUTOMAX RENTAL CARS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 498A00052930

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTOMAX RENTAL CARS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 3:40

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of this Corporation is AUTOMAX RENTAL CARS, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be: 8422 Atlantic Blvd., Jacksonville, Florida 32211

**ARTICLE III - DURATION**

This corporation shall commence business upon filing with the Secretary of State, and thereafter shall exist perpetually.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 8422 Atlantic Blvd., Jacksonville, Florida 32211, and the name of the Corporation's initial registered agent at that address is TIM SPINK.

**ARTICLE VI - INCORPORATOR**

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

TIM SPINK  
8422 Atlantic Blvd.  
Jacksonville, FL 32211

## 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 but shall never be less than one (1).

The name and address of the initial director of the corporation is:

TIM SPINK  
8422 Atlantic Blvd.  
Jacksonville, FL 32211

## ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) The rental, lease and sale of automobiles and the doing of any and all things related thereto.
- (b) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.


## ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

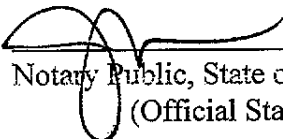
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 23 day of September, 1998.

  
\_\_\_\_\_  
TIM SPINK, Incorporator

STATE OF FLORIDA  
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Tim Spink, who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced the following form of identification: personally known.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 23 day of September, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida  
(Official Stamp)



John B. Moss  
MY COMMISSION # CC593321 EXPIRES  
January 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED

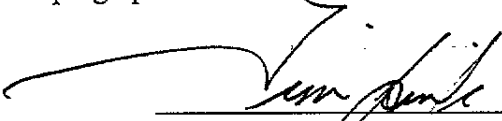
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In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

First - Automax Rental Cars, Inc., desiring to organize under the laws of the State of Florida,  
with its principal office as indicated in the Articles of Incorporation at 8422 Atlantic Blvd.,  
Jacksonville, County of Duval, State of Florida, has named TIM SPINK, of 8422 Atlantic Blvd.,  
Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this  
State.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
TIM SPINK, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 3:40