

P99000029357

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FLORIDA 32314

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-03/26/99--01040--011
*****78.75 *****78.75

SUBJECT:
EZ RENT A CAR OF FWB INC.

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR: 78.75

FILING FEE AND CERTIFIED COPY (AN ADDITIONAL COPY IS ATTACHED FOR A CERTIFIED
COPY TO BE RETURNED TO ME)

FROM : EZ RENT A CAR OF FWB INC.
44 EGLIN PKWY NE
FT WALTON BEACH FL 32548

FILED
99 MAR 26 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
3/31

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

* ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

EZ RENT A CAR OF FWB INC.

* ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL OFFICE AND PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

44 EGLIN PKWY NE
FT WALTON BEACH FL 32548

* ARTICLE III - SHARES

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS

1000 SHARES OF ONE DOLLAR (\$ 1.00) PAR COMMON STOCK

INITIAL SHARE TO BE ISSUED TO

WILLIAM O SHELTON
KEVIN SHELTON
CHRIS SHELTON
CAROL SHELTON

* ARTICLE IV - INITIAL REGISTERED AGENT

THE NAME OF THE INITIAL REGISTERED AGENT IS:

WILLIAM O SHELTON

* ARTICLE V - INCORPORATORS

THE NAME AND SOCIAL SECURITY NUMBERS OF THE INCORPORATORS OF THIS CORPORATION ARE AS FOLLOWS:

WILLIAM O SHELTON 252-22-7120

CAROL SHELTON 261-58-3637

KEVIN SHELTON 257-94-8103

CHRISTOPHER SHELTON 257-94-8102

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* ARTICLE VI – OFFICERS

THE NAMES OF THE INITIAL OFFICERS OF THIS CORPORATION ARE:

WILLIAM O SHELTON – PRESIDENT
CHRISTOPHER SHELTON – VICE PRESIDENT
CAROL SHELTON - SECRETARY
KEVIN SHELTON - TREASURER

* ARTICLE VII – TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE.

* ARTICLE VIII

NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS
TO ENGAGE IN ANY BUSINESS UNDER THE LAW OF THE STATE OF FLORIDA.

* ARTICLE IX – CUMULATIVE VOTING

EACH SHAREHOLDER SHALL BE ENTITLED TO A NUMBER OF VOTES EQUAL TO THE
NUMBER OF SHARES HELD BY EACH SHAREHOLDER.

* ARTICLE X- AMENDMENTS

THESE ARTICLES MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

* ARTICLE XI – BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF
DIRECTORS MAY BE INCREASED BY THE STOCKHOLDERS.

WILLIAM O SHELTON AND CAROL SHELTON

* ARTICLE XII - TAX ARTICLE

IT IS THE INTENTION OF THIS CHARTER THAT THE DIRECTOR SHALL SELL THE CAPITAL STOCK OF THIS CORPORATION IN ACCORDANCE WITH THE CONDITIONS OF SECTION 1242-1244, INCLUSIVE, OF THE INTERNAL REVENUE CODE.

* ARTICLE XIII- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER OF THIS CORPORATION UPON THE SALE FOR CASH OF ANY STOCK OF THIS CORPORATION WHICH IS HELD BY ANOTHER SHAREHOLDER OF THIS CORPORATION SHALL HAVE THE INITIAL RIGHT TO PURCHASE THAT STOCK AT THE PRICE IT WILL BE OFFERED TO OTHERS OUTSIDE THE CORPORATION.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 24 DAY OF MARCH, 1999

William O. Shelton
SIGNATURE

WILLIAM O. SHELTON
PRINT NAME

Christopher Shelton
SIGNATURE

Christopher Shelton
PRINT NAME

Kevin H. Shelton
SIGNATURE

Kevin H. Shelton
PRINT NAME

Carol Shelton
SIGNATURE

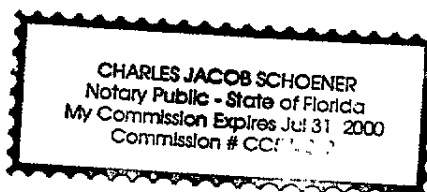
CAROL SHELTON
PRINT NAME

STATE OF FLORIDA
OKALOOSA COUNTY

THE FOREGOING INSTRUMENT WAS SUBSCRIBED AND SWORN TO BEFORE ME THIS 24 DAY OF MARCH, 1999.

NOTARY PUBLIC
MY COMMISSION EXPIRES.

Charles Jacob Schoener



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROCESS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION OF THE REGISTERED OFFICE/ REGISTERED AGENT.

1. THE NAME OF THE CORPORATION SHALL BE

EZ RENT A CAR OF FWB INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE SHALL BE:

WILLIAM O SHELTON
44 EGLIN PKWY NE
FT WALTON BEACH FL 32548

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.

William O. Shelton

SIGNATURE REQUIRED 3-24-99 DATE

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TALLAHASSEE, FLORIDA

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