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Ace Car Rental, Inc.
1240 W. Anderson Street
Orlando, FL 32805

FILED
99 NOV -8 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

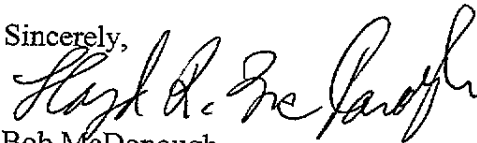
Subject: Ace Car Rental, Inc.

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*****78.75 *****78.75

Dear Sir/Madame,

Enclosed please find an original and one copy of the articles of incorporation for Ace Car Rental, Inc. and a check for \$78.75. If you have any questions please contact my accountant at (407) 851-4113.

Sincerely,


Bob McDonough

D. BROWN NOV - 9 1999

**ARTICLES OF INCORPORATION
of
ACE CAR RENTAL, INC.**

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The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Ace Car Rental, Inc..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1240 W. Anderson St
Orlando, Florida 32805

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares of \$.10 par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bob McDonough
Ace Car Rental, Inc.
1240 W. Anderson St
Orange County
Orlando, Florida 32805

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Bob McDonough
1240 W. Anderson St
Orlando, Florida 32805

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or

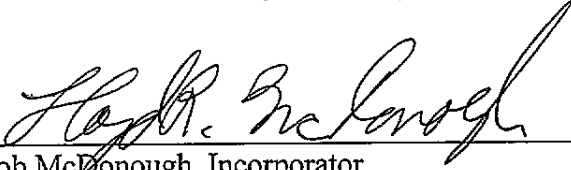
officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Bob McDonough, Incorporator
1240 W. Anderson St
Orlando, Florida 32806

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

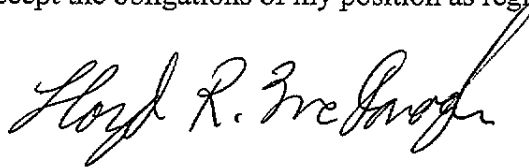
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is Ace Car Rental, Inc..
- 2) The name and address of the registered agent and office is:

Bob McDonough
1240 W. Anderson Street
Orlando, FL 32805

Having been named 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 provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Bob McDonough:



Date: