

State of Idaho

Department of State

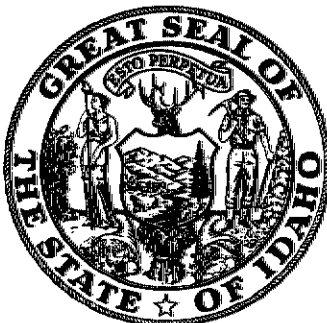
CERTIFICATE OF AUTHORITY OF

THRIFTY RENT-A-CAR SYSTEM, INC.
File number C 114014

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THRIFTY RENT-A-CAR SYSTEM, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THRIFTY RENT-A-CAR SYSTEM, INC. to transact business in this State under the name THRIFTY RENT-A-CAR SYSTEM, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seikel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

Mar 6 10:20 AM '96

1. The name of the corporation is THRIFTY RENT-A-CAR SYSTEM, INC.
SECRETARY OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Oklahoma
4. Its date of incorporation is 2/26/50 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
5330 East 31st Street, Tulsa, Oklahoma 74135
6. The address to which correspondence should be addressed, if different than item 5, is _____
Same
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 2-27-96

THRIFTY RENT-A-CAR SYSTEM, INC.

(Corporation name)

By

Randall J. Holder
Its President, Vice President, Secretary, or Assistant Secretary

(please specify)

Randall J. Holder

IDAHO SECRETARY OF STATE

Secretary of State use only

DATE 03/06/1996 0900 43123

CCAP

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CK #: 14100786 CUST# 15948
AUTH PRO
1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00
EXPEDITE C 1@ 20.00= 20.00
#: C

THIRTY RENT-A-CAR SYSTEM, INC.

DIRECTORS AND OFFICERS

Directors

<u>Name</u>	<u>Business Address</u>
Joseph E. Cappy, Chairman of the Board	5330 East 31st Street, Tulsa, OK 74135
Donald M. Himelfarb	5330 East 31st Street, Tulsa, OK 74135
Ronald J. Elder	5330 East 31st Street, Tulsa, OK 74135

Officers

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Donald M. Himelfarb	President/Chief Executive Officer	5330 East 31st Street, Tulsa, OK 74135
R. Scott Anderson	Executive Vice President	5330 East 31st Street, Tulsa, OK 74135
Jay A. Betz	Executive Vice President	5330 East 31st Street, Tulsa, OK 74135
Steven B. Hildebrand	Executive Vice President/ Chief Financial Officer	5330 East 31st Street, Tulsa, OK 74135
Yves Boyer	Executive Vice President	6050 Indian Line, Mississauga, Ontario L4V 1G5
Randall J. Holder	Vice President/Secretary/ General Counsel	5330 East 31st Street, Tulsa, OK 74135
Robert G. Dimmick	Vice President	5330 East 31st Street, Tulsa, OK 74135
Thomas M. Bonner	Vice President	5330 East 31st Street, Tulsa, OK 74135
Jeffrey A. Cerefice	Vice President	5330 East 31st Street, Tulsa, OK 74135
D. B. Coulter	Vice President	5330 East 31st Street, Tulsa, OK 74135
Pamela S. Peck	Treasurer	5330 East 31st Street, Tulsa, OK 74135
Robert S. Erickson	Assistant Secretary	5330 East 31st Street, Tulsa, OK 74135
James R. Ryan	Assistant Secretary	5330 East 31st Street, Tulsa, OK 74135
Thomas E. Gunton	Assistant Secretary	12000 Chrysler Drive, Highland Park, MI 48288

OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

*I FURTHER CERTIFY that THRIFTY RENT-A-CAR SYSTEM, INC.
whose registered agent is: Thrifty Rent-A-Car System, Inc.
with its registered office at 5330 East 31st, Suite 900, Tulsa, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.*

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Done at the City of Oklahoma City, this 29th day of
January, 1996.*

Sam Cole

Secretary of State

By:

Karl Jones