



Department of State.

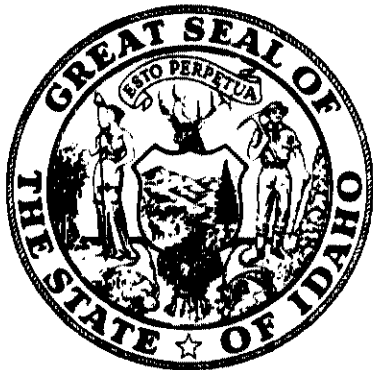
**CERTIFICATE OF AUTHORITY
OF**

_____ **FLEET TITLE HOLDER CORP.** _____

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FLEET TITLE HOLDER CORP. _____ 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 FLEET TITLE HOLDER CORP. _____ to transact business in this State under the name FLEET TITLE HOLDER CORP. _____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 04, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SECRETARY OF STATE

1. The name of the corporation is Fleet Title Holder Corp.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is September 25, 1990 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. c/o National Car Rental System, Inc., 7700 France Avenue South, Minneapolis, Minnesota 55435

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To acquire, hold, secure and transfer legal title to motor vehicles and to undertake all lawful actions and activities
in furtherance of that purpose.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	"See Attached Rider"	

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 3, 1990

Fleet Title Holder Corp.
 (Corporation Name)

By [Signature]
 Its President / Vice President (please specify)
Marla S. Smith

and [Signature]
 Its Secretary / Assistant Secretary (please specify)
Michael G. Wolfson

STATE OF New York)
) ss:
 COUNTY OF New York)

I, Jason M. Lesko, a notary public, do hereby certify that on this 3rd day of October, 1990, personally appeared before me Marla S. Smith, who being by me first duly sworn, declared that (s)he is the Vice-President of Fleet Title Holder Corp.

that (s)he signed the foregoing document as Vice-President of the corporation and that the statements therein contained are true.

JASON M. LESKO
 NOTARY PUBLIC, State of New York
 No. 41-4847814
 Qualified in Queens County
 Signature Filed in New York County
 Commission Expires Feb. 27, 1991

[Signature]
 Notary Public

FLEET TITLE HOLDER CORP.

OFFICERS

Name	Title	Address
Vincent A. Wasik	President	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435
Marla S. Smith	Vice President and Secretary	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435
Larry D. Solberg	Treasurer	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435
Michael G. Wolfson	Assistant Secretary	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435

DIRECTORS

Name	Term Expires	Address
Vincent A. Wasik	1991	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435
Marla S. Smith	1991	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435
Larry D. Solberg	1991	c/o National Car Rental System, Inc. 7700 France Avenue South Minneapolis, MN 55435

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SECRETARY OF STATE

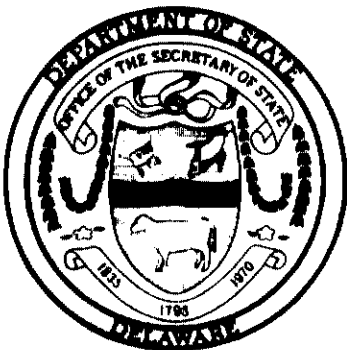


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FLEET TITLE HOLDER CORP. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

:2803111

DATE:

09/26/1990