



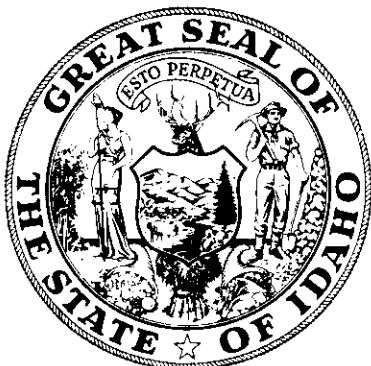
CERTIFICATE OF AUTHORITY
OF

PIONEER CAR RENTAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PIONEER CAR RENTAL, 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 PIONEER CAR RENTAL, INC. to transact business in this State under the name PIONEER CAR RENTAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 16, 19 82



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is PIONEER CAR RENTAL, INC.
2. *The name which it shall use in Idaho is PIONEER CAR RENTAL, INC.
3. It is incorporated under the laws of CALIFORNIA
4. The date of its incorporation is July 13, 1981 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 17822 E. 17th Street, Suite 201, Tustin, California 92680
6. The street address of its proposed registered office in Idaho is 200 East Park Street
McCall, Idaho and the name of its proposed registered agent in Idaho at that address is William M. Killen
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
operate a car rental business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Alexander Carassi, II	President/Director	17822 E. 17th St., Suite 201 Tustin, California 92680
Donna R. Lubanski	Secty/Treas./Director	17822 E. 17th St., Suite 201 Tustin, California 92680
Kirk Braun	Director	101 W. Lake Street McCall, Idaho 83638

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>7,500</u>	<u>Common</u>	<u>No par</u>
_____	_____	_____
_____	_____	_____

(continued on next page)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,500</u>	<u>Common</u>	<u>No par</u>
_____	_____	_____
_____	_____	_____

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated APRIL 2, 19 82.

PIONEER CAR RENTAL, INC.
By ALEXANDER CARASSI, II
Its President
and DONNA R. LUBANSKI
Its Secretary

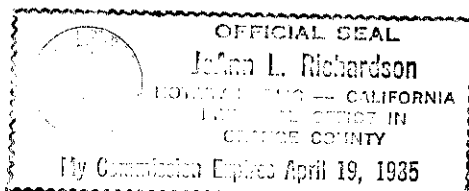
STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss:

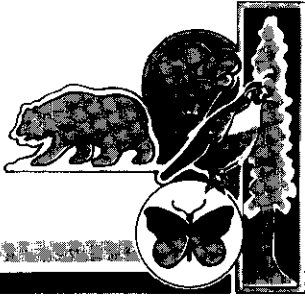
I, JOANN L. RICHARDSON, a notary public, do hereby certify that on this 2ND day of APRIL, 19 82, personally appeared before me DONNA R. LUBANSKI, who being by me first duly sworn, declared that ~~he~~ she is the Secty./Treasurer of PIONEER CAR RENTAL, INC.

that he signed the foregoing document as Secty./Treasurer of the corporation and that the statements therein contained are true.

Joann L. Richardson
Notary Public for California
Residing at: ORANGE

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.





State of California

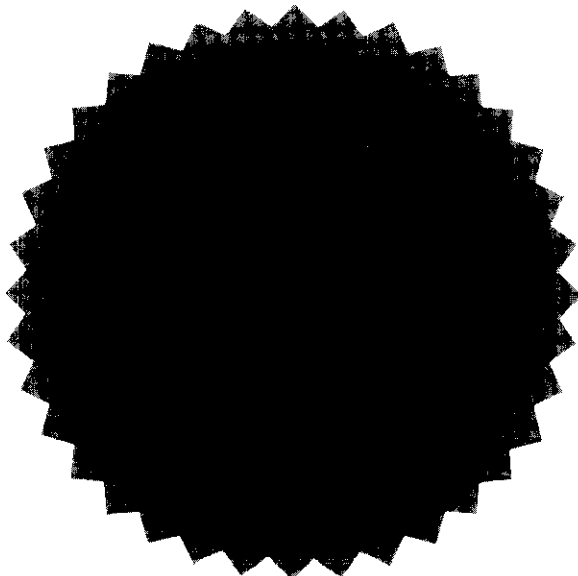
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL 13 1981



March Fong Eu

Secretary of State

1049289

ARTICLES OF INCORPORATION

OF

PIONEER CAR RENTAL, INC.

A California Corporation

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

JUL 13 1981

MARCH FONG EU, Secretary of State

By **BILL HOLDEN**
Deputy

I

The name of the corporation is PIONEER CAR RENTAL, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

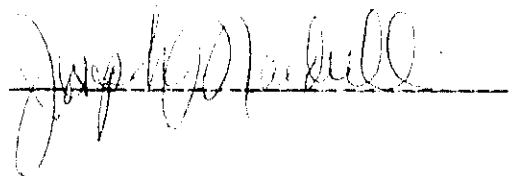
III

The name and address in the State of California of this corporation's initial agent for the service of process is: Joseph J. Nardulli, 17822 Seventeenth Street, Suite 202, Tustin, California.

IV

This corporation is authorized to issue only one class of share of stock and the total number of shares which this corporation is authorized to issue is 7,500.

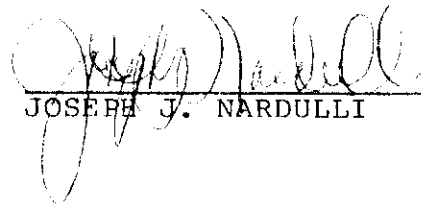
IN WITNESS WHEREOF, the undersigned, who is the incorporator of this corporation, has executed these Articles of Incorporation on July 10, 1981.



DECLARATION

The undersigned declares that he is the incorporator who has executed these Articles of Incorporation and hereby declare that this instrument is the act and deed of the undersigned.

Executed on July 10, 1981



JOSEPH J. NARDULLI