

536368



Rhode Island Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, RI 02904-2615

**Re: Zipcar Inc. (Corp. ID No. 000536368) Amend Authorized and Issued Share Amounts**

To whom it may concern,

Zipcar, Inc. would like to report a change in our authorized shares total. There are 1,000 authorized shares of common stock and 1,000 shares issued. There are no longer any authorized shares of preferred stock. Please find a check to cover the \$10 stock change charge.

Please update our record accordingly.

Thank you for your assistance. Feel free to contact me if you have any questions.

Sincerely,

Louis Atamian  
Attorney-in-fact  
Zipcar, Inc.  
617-995-4302

2013 APR - 1 AM 11:47  
SECRETARY OF STATE  
CORPORATIONS DIV

**FILED**

APR 01 2013

BY 194167

DS 11:47

GENERAL POWER OF ATTORNEY

BE IT KNOWN, that T.S. Ramesh, Vice President and Controller of Zipcar, Inc., a Delaware corporation, has made and appointed; and by these presents does make and appoint Louis Atamian, Tax Manager of Zipcar, Inc., a Delaware corporation true and lawful attorney for him and in his name, place and stead, giving and granting to said attorney, general, full and unlimited power and authority to do and perform all and every act and thing whatsoever requisite necessary to be done in connection with federal, state and local taxes, tax matters, corporate and business registrations, taxing authorities and taxing jurisdictions, to all intents and purposes, as could be done if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23<sup>rd</sup> day of September, 2010.

*T.S. Ramesh*

T.S. Ramesh

Signed, sealed and delivered in the presence of:

*Sharon & Pamela*

Witness

*Megan Magee*

Witness

Commonwealth of Massachusetts)

) ss.

County of Middlesex )

2010 APR - 1 AM 11:47  
SECRETARY OF STATE  
CORPORATIONS DIV

The foregoing instrument was acknowledged by me this 23<sup>rd</sup> day of September, 2010 by T.S. Ramesh who is personally known by me and who did not take an oath.

*Caroline Queeny* (SEAL)  
Notary Public  
Commonwealth of Massachusetts

My Commission Expires: 4/1/16



CAROLINE QUEENY  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
April 1, 2016