

[Fee for Filing First Time, \$15.00; Subsequent Filing Fee \$5.00]

State of Rhode Island and Providence Plantations

Know all Men by these Presents.

That the The Hertz Corporation, a corporation created by and duly organized under the laws of the State of Delaware and located in the City of Wilmington in said State, hereby constitutes and appoints JOSEPH E. ADELSON, 111 WESTMINSTER STREET of the CITY of PROVIDENCE in the State of Rhode Island, to be its true and lawful attorney, with authority, for and in behalf of said corporation, to accept and acknowledge service of all process, including the process of garnishment, against said corporation in said State of Rhode Island in any action, suit, or other proceeding which may be brought against said corporation in any court in said State of Rhode Island, and upon whom all such process, including the process of garnishment, against said corporation in said State of Rhode Island may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, shall for and in behalf of said corporation make the affidavit required by law in such cases, and who shall cause an appearance to be entered in like manner as if said corporation had existed and been duly served with process within said State of Rhode Island; and said corporation does hereby admit and agree that any such acceptance or acknowledgment of service of process by said attorney, and any such service of process upon said attorney, shall be deemed sufficient. This appointment is to continue in force for the period of time and upon the terms and conditions provided in §§7-2-23 and 7-2-24 of the General Laws of Rhode Island.

IN TESTIMONY WHEREOF, the corporation aforesaid has caused its name to be hereto subscribed and its corporate seal to be affixed by its Assistant Secretary for that purpose duly

authorized this 2nd day of May 1967.

The Hertz Corporation 666 Madison Avenue
(Name of Corporation) (P. O. Address) New York, N.Y.

B. D. Eaton
(Signature of Officer)

Assistant Secretary
(Designation of Officer)

[CORPORATE SEAL]

State of New York

County of New York

In the City of New York on this 2nd day of May 1967, before me personally appeared the above named B. D. Eaton

who is known to be the Assistant Secretary

of the corporation above named, and described in and who executed the foregoing instrument, who being by me duly sworn, did depose and say that he is Assistant Secretary of the

The Hertz Corporation above named,

and that he knows the corporate seal thereof; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and was affixed by order of the Board of Directors of said corporation, and that he has subscribed the name of said corporation thereto by the like order, as Assistant Secretary of said corporation.

Subscribed and sworn to before me this 2nd day of

(NOTARIAL SEAL)

Frederick Farran
FREDERICK FARRAN
NOTARY PUBLIC, State of New York
No. 52-6237150

NOTARY PUBLIC.

STATE OF RHODE ISLAND,
PROVIDENCE, SC.

I, JOSEPH E. ADELSON

Qualified in Suffolk County
Certificate filed in New York County
Office Expires March 30, 1968

in said State, do hereby consent to and accept the foregoing appointment as resident attorney for the purposes aforesaid this 2nd day of May 1967.

Joseph E. Adelson
(Signature of Appointee)
111 WESTMINSTER STREET, PROVIDENCE, R. I. 02903
(Business Address)

STATE OF RHODE ISLAND,
PROVIDENCE, SC.

In the CITY of PROVIDENCE

this 2nd day of May

1967, personally appeared before me the above named JOSEPH E. ADELSON who is known to me to be the person described in and who executed the foregoing consent and acceptance and acknowledged that he executed the same for the purposes therein mentioned.

Before me.

(NOTARIAL SEAL)

Mary Elizabeth Sipes

NOTARY PUBLIC.

Gandy New Arch, Inc.

POWER OF ATTORNEY

FROM

The Vert Corporation

Organized under the laws of

D.C.

APPOINTING

(Attorney)

(Business Address)

ITS

Attorney for Service of Process

STATE OF RHODE ISLAND, &c.
OFFICE OF THE SECRETARY OF STATE

Filed MAY 8 1967 19

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
HERTZ COMMERCIAL LEASING CORPORATION
INTO
THE HERTZ CORPORATION

The Hertz Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 19th day of April, 1967, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Hertz Commercial Leasing Corporation, a corporation incorporated on the 4th day of January, 1960, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 5th day of April, 1979, determined to and did merge into itself said Hertz Commercial Leasing Corporation:

RESOLVED, that The Hertz Corporation merge, and it hereby does merge into itself Hertz Commercial Leasing Corporation, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Hertz Commercial Leasing Corporation and assume its liabilities

and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of The Hertz Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said The Hertz Corporation has caused this certificate to be signed by Frank A. Olson, its President and attested by Irving Kagan, its Assistant Secretary, this 5th day of April 1979.

THE HERTZ CORPORATION

By Frank A. Olson
President

ATTEST:

By Irving Kagan
Assistant Secretary

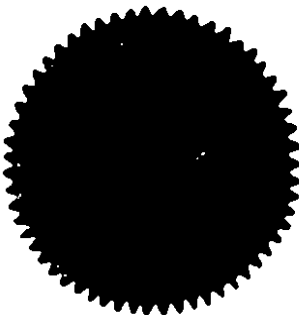


State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of*
Certificate of Ownership of "THE HERTZ CORPORATION", merging "HERTZ COMMERCIAL
LEASING CORPORATION", pursuant to Section 253 of the General Corporation Law of the
State of Delaware, as received and filed in this office the tenth day of April, A.D.
1979, at 10:30 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eleventh day
of December in the year of our Lord
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State