

38736

Filing fee: \$75.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

HFS Mobility Services, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on May 16, 1986, authorizing it to transact business in Rhode Island under the name of **HFS Mobility Services, Inc.**

SECOND: The corporate name of the corporation has changed to **Cendant Mobility Services Corporation** [If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
[If no other or additional purposes are proposed, insert "No change"]
No Change

FILED
MAR 17 1998
BY DA #55
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FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$1
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$1
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$352,388,521
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$985,924

Dated February 20, 1998

Cendant Mobility Services Corporation

By

John E. Borger
John E. Borger
Its Senior President

and

Joseph M. Bonassar
Joseph M. Bonassar
Its Assistant Secretary

STATE OF Connecticut
COUNTY OF Fairfield

} SC.

At Danbury in said County on the 20th day
of February 1998, before me personally appeared

John E. Borger, who being by me first duly sworn, declared that he is the
Senior Vice President Of Cendant Mobility Services Corporation,
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.


Maria Bateson
Notary Public
MARIA BATESON

(NOTARIAL SEAL)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HFS MOBILITY SERVICES, INC.", CHANGING ITS NAME FROM "HFS MOBILITY SERVICES, INC." TO "CENDANT MOBILITY SERVICES CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8901296

DATE:

02-04-98

Certificate of Amendment

of

Certificate of Incorporation

HFS Mobility Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Cendant Mobility Services Corporation".

SECOND: That in lieu of a meeting and vote of the stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by adopting the following resolution:

RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:


"FIRST: The name of the Corporation is Cendant Mobility Services Corporation"

FURTHER RESOLVED, that the foregoing name change shall be effective as of January 1, 1998.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment of the Certificate of Incorporation shall be effective January 1, 1998.

IN WITNESS WHEREOF, said HFS Mobility Services, Inc. has caused this certificate to be signed by Jeanne M. Murphy, its Secretary, this 19th day of December 1997.


Jeanne M. Murphy