



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00  
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 87753		2. Name of Corporation DTG OPERATIONS, INC.			
3. Street Address Principal Business Office 5330 E. 31st Street			City Tulsa	State OK	Zip 74135
4. Business Phone No. 918-560-2076		5. State of Incorporation OKLAHOMA		6. SIC Code 8813	
7. Brief Description of the Character of Business Conducted in Rhode Island MOTOR VEHICLE RENTALS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name John J. Foley			Vice President Name David W. Sparkman		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
Secretary Name Vicki J. Vaniman			Treasurer Name Pamela S. Peck		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Gary L. Paxton			Director Name John J. Foley		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
Director Name Steven B. Hildebrand			Director Name		
Street Address 5330 E. 31st Street			Street Address		
City Tulsa	State OK	Zip 74135	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
50,000 COMM \$0.01 PAR VALUE			50,000	Common	\$500. <sup>00</sup>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\*87753\*

File Date 2.22.05  
Check No. 32758  
By: [Signature]  
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2-14-05  
Signature of Officer Date  
James R. Ryan  
Print or Type Name of Officer  
ASST. SECRETARY  
Title of Officer

**DTG OPERATIONS, INC**  
**OFFICERS OF THE CORPORATION**  
**EIN 73-1389882**

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
John J. Foley	President	108-42-3339	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	10114 S. Maplewood Tulsa, OK 74137
David Sparkman	Executive Vice President/ Chief Financial Officer	431-17-9069	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	5429 E. 110 <sup>th</sup> St. South Tulsa, OK 74137
Peter Guptill	Executive Vice President	459-66-4531	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	15901 Danborough Court Tampa, FL 33647
Lloyd St.Clair	Executive Vice President	176-42-7824	5310 E. 31 <sup>st</sup> Street Tulsa, OK 74135	5404 East 105 <sup>th</sup> Street Tulsa, OK 74137
Yves Boyer	Executive Vice President	214-262-222	6050 Indian Line Mississauga, Ontario Canada L4V 1G5	50 Eglinton Avenue West Mississauga, Ontario Canada L2R 3P5
Vicki J. Vaniman	Executive Vice President/ Secretary	350-42-0051	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	4385 South Jamestown Tulsa, OK 74135
Robert J. Drvostep	Vice President/Asst. Chief Financial Officer	097-40-0618	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	6406 East 107 <sup>th</sup> South Tulsa, OK 74137
Dean Strickland	Vice President	230-82-8269	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	8927 S. Erie Avenue Tulsa, OK 74137
Robert C. DuPont	Vice President	471-54-6428	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	5710 East 102 <sup>nd</sup> Tulsa, OK 74137
Pamela S. Peck	Treasurer	441-44-0164	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	3107 E. 85 <sup>th</sup> Place Tulsa, OK 74137
Mike McMahon	Asst. Treasurer	446-48-8146	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	2908 E. 38 <sup>th</sup> Street Tulsa, OK 74105
James R. Ryan	Assistant Secretary	444-46-3542	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	8814 S. 71 <sup>st</sup> E. Avenue Tulsa, OK 74133
Stephen W. Ray	Assistant Secretary	462-80-7189	320 S. Boston, Ste. 400	5808 S. New Haven

Tulsa, OK 74103

Tulsa, OK 74135

\*See Next Page

Sheila K. Pruitt	Assistant Secretary	432-17-6576	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	39480 North 4010 Road Collinsville, OK 74021
Matt Pellegrino	Assistant Secretary	145-50-9440	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	3801 W. Greeley Street Broken Arrow, OK 74012
Randall J. Holder	Assistant Secretary	446-54-1393	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	18219 S. 129 <sup>th</sup> E. Avenue Bixby, OK 74008

**DTG OPERATIONS, INC.  
DIRECTORS OF THE CORPORATION  
EIN 73-1389882**

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Gary L. Paxton	Director	294-38-2750	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	9919 S. Louisville Tulsa, OK 74137
Steven B. Hildebrand	Director	448-54-2968	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	3001 South Aster Broken Arrow, OK 74012
John Joseph Foley	Director	108-42-3339	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	10114 S. Maplewood Tulsa, OK 74137



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00  
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <b>87753</b>		2. Name of Corporation <b>DTG OPERATIONS, INC.</b>			
3. Street Address Principal Business Office <b>5330 E. 31st Street</b>			City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
4. Business Phone No <b>918-669-2076</b>		5. State of Incorporation <b>OKLAHOMA</b>		6. SIC Code <b>8813</b>	
7. Brief Description of the Character of Business Conducted in Rhode Island <b>MOTOR VEHICLE RENTALS.</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>John J. Foley</b>			Vice President Name <b>David W. Sparkman</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
Secretary Name <b>Vicki J. Vaniman</b>			Treasurer Name <b>Pamela S. Peck</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>Gary L. Paxton</b>			Director Name <b>John J. Foley</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
Director Name <b>Steven B. Hildebrand</b>			Director Name		
Street Address <b>5330 E. 31st Street</b>			Street Address		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<b>50,000 COMM \$0.01 PAR VALUE</b>			<b>50000</b>	<b>Common</b>	<b>.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 8 7 7 5 3 \*

File Date 4/22/04  
Check No. 00016167  
By: W.  
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Sheila K. Pruitt 2/10/04  
Signature of Officer Date  
**Sheila K. Pruitt**  
Print or Type Name of Officer  
**Assistant Secretary**  
Title of Officer

**DTG OPERATIONS, INC  
OFFICERS OF THE CORPORATION  
EIN 73-1389882**

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
John J. Foley	President		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	10114 S. Maplewood Tulsa, OK 74137
David Sparkman	Executive Vice President/ Chief Financial Officer		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	5429 E. 110 <sup>th</sup> St. South Tulsa, OK 74137
Peter Guptill	Executive Vice President		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	15901 Danborough Court Tampa, FL 33647
Lloyd St.Clair	Executive Vice President		5310 E. 31 <sup>st</sup> Street Tulsa, OK 74135	5404 East 105 <sup>th</sup> Street Tulsa, OK 74137
Jay A. Betz	Executive Vice President		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	6926 East 111 <sup>th</sup> Place Bixby, OK 74008
Vicki J. Vaniman	Executive Vice President/ Secretary		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	4385 South Jamestown Tulsa, OK 74135
Robert J. Drvostep	Vice President/Asst. Chief Financial Officer		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	6406 East 107 <sup>th</sup> South Tulsa, OK 74137
Dean Strickland	Vice President		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	8927 S. Erie Avenue Tulsa, OK 74137
Pamela S. Peck	Treasurer		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	3107 E. 85 <sup>th</sup> Place Tulsa, OK 74137
Mike McMahon	Asst. Treasurer		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	2908 E. 38 <sup>th</sup> Street Tulsa, OK 74105
James R. Ryan	Assistant Secretary		5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	8814 S. 71 <sup>st</sup> E. Avenue Tulsa, OK 74133
Stephen W. Ray	Assistant Secretary		320 S. Boston, Ste. 400 Tulsa, OK 74103	5808 S. New Haven Tulsa, OK 74135

\*See Next Page

Sheila K. Pruitt	Assistant Secretary	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	39480 North 4010 Road Collinsville, OK 74021
Matt Pellegrino	Assistant Secretary	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	3801 W. Greeley Street Broken Arrow, OK 74012
Randall J. Holder	Assistant Secretary	5330 E. 31 <sup>st</sup> Street Tulsa, OK 74135	18219 S. 129 <sup>th</sup> E. Avenue Bixby, OK 74008



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

Matthew A. Brown, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401.222.3040

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003**

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *87753*		2. Name of Corporation DTG OPERATIONS, INC.			
3. Street Address Principal Business Office 5330 E 31ST STREET			City TULSA	State OK	Zip 74135
4. Business Phone No. 9186693000		5. State of Incorporation OKLAHOMA		6. SIC Code 8813	
7. Brief Description of the Character of Business Conducted in Rhode Island MOTOR VEHICLE RENTALS.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name John J. Foley			Vice President Name Vicki J. Vaniman		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
Secretary Name Vicki J. Vaniman			Treasurer Name Pamela S. Peck		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Gary L. Paxton			Director Name Steven B. Hildebrand		
Street Address 5330 E. 31st Street			Street Address 5330 E. 31st Street		
City Tulsa	State OK	Zip 74135	City Tulsa	State OK	Zip 74135
Director Name John J. Foley			Director Name		
Street Address 5330 E. 31st Street			Street Address		
City Tulsa	State OK	Zip 74135	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
50,000	COMM	\$0.01 PAR VALUE	50000	Common	500.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 8 7 7 5 3 \*

\*\*87753\* 1/27/03 2:55:23 PM\*

File Date 2/14/03

Check No. 00002171

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/5/03  
Signature of Officer Date

Sheila Pruitt  
Print or Type Name of Officer

Assistant Secretary  
Title of Officer

**DTG OPERATIONS, INC.**  
**FKA (DOLLAR RENT A CAR SYSTEMS, INC.)**  
**OFFICERS OF THE CORPORATION**  
**EIN 73-1389882**  
**Effective January, 2003**

L:\OFFICERS XLS\01-01-03 DTG Operations WO

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
John Joseph Foley	President	5330 E. 31st Street Tulsa, OK 74135
Vicki J. Vaniman	Vice Pres./Secretary	5330 E. 31st Street Tulsa, OK 74135
Pamela S. Peck	Treasurer	5330 E. 31st Street Tulsa, OK 74135
Michael H. McMahon	Assistant Treasurer	5330 E. 31st Street Tulsa, OK 74135
James R. Ryan	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135
Sheila Pruitt	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135
Stephen W. Ray	Assistant Secretary	320 S. Boston, Ste. 400 Tulsa, OK 74103
Randall J. Holder	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135
Matt Pellegrino	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135

**DTG OPERATIONS, INC.  
FKA (DOLLAR RENT A CAR SYSTEMS, INC.)  
OFFICERS OF THE CORPORATION  
EIN 73-1389882  
Effective January, 2003**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Gary L. Paxton	Director	5330 E. 31st Street Tulsa, OK 74135
Steven B. Hildebrand	Director	5330 E. 31st Street Tulsa, OK 74135
John J. Foley	Director	5330 E. 31st Street Tulsa, OK 74135

DTG Operations, Inc. FKA (Dollar Rent A Car Systems, Inc.) is a wholly owned subsidiary of Dollar Thrifty Automotive Group, Inc. a publically traded company.



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **87753** 2. Name of Corporation **Dollar Rent A Car Systems, Inc.**  
3. Street Address Principal Business Office **5330 E. 31st Street** City **Tulsa** State **OK** Zip **74135**  
4. Business Phone No. **918-669-3000** 5. State of Incorporation **OKLAHOMA** 6. SIC Code **8813**  
7. Brief Description of the Character of Business Conducted in Rhode Island

Franchise/lease to or ownership of car rental operations.

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Gary L. Paxton</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa OK 74135</b>	Vice President Name <b>Robert J. Drvostep</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa OK 74135</b>
Secretary Name <b>Vicki J. Vaniman</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa OK 74135</b>	Treasurer Name <b>Michael H. McMahon</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa, OK 74135</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>Joseph E. Cappy</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa OK 74135</b>	Director Name <b>Gary L. Paxton</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa OK 74135</b>
Director Name <b>Steven B. Hildebrand</b> Street Address <b>5330 E. 31st Street</b> City State Zip <b>Tulsa, OK 74135</b>	

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
1,000 NO PAR VALUE		

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
1,000	Common	No par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 8 7 7 5 3 \*

File Date: 4-1-02  
Check No.: 702454  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
Signature of Officer: [Signature] Date: 2/13/02  
Print or Type Name of Officer: Sheila Pruitt Vicki J Vaniman  
Title of Officer: Assistant Secretary Secretary



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **87753** 2. Name of Corporation **Dollar Rent A Car Systems, Inc.**  
3. Street Address Principal Business Office **5330 EAST 31ST STREET** City **Tulsa** State **Oklahoma** Zip **74135**  
4. Business Phone No. **918-669-3000** 5. State of Incorporation **OKLAHOMA** 6. SIC Code **8813**  
7. Brief Description of the Character of Business Conducted in Rhode Island

Franchise/lease to or ownership of car rental operations

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Gary L. Paxton</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Vice President Name <b>Sidney O. Harris, Jr.</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Secretary Name <b>Vicki J. Vaniman</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Treasurer Name <b>Michael H. McMahon</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>Joseph E. Cappy</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Director Name <b>Gary L. Paxton</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Director Name <b>Steven B. Hildebrand</b> Street Address <b>5330 East 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	

10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
<b>1,000 NO PAR VALUE</b>		

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
<b>1,000</b>	<b>Common</b>	<b>No par</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 8 7 7 5 3 \*

File Date: 2/28

Check No.: 637945

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/13/01

Sheila Pruitt  
Print or Type Name of Officer

Assistant Secretary  
Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **87753** 2. Name of Corporation **Dollar Rent A Car Systems, Inc.**  
 3. Street Address Principal Business Office **5330 East 31st Street** City **Tulsa** State **OK** Zip **74135**  
 4. Business Phone No. **918-669-3000** 5. State of Incorporation **OKLAHOMA** 6. SIC Code **8813**  
 7. Brief Description of the Character of Business Conducted in Rhode Island  
**Franchise/lease to or ownership of car rental operations**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Gary L. Paxton</b>	Vice President Name <b>Sidney O. Harris, Jr.</b>
Street Address <b>5330 East 31st Street</b>	Street Address <b>5330 East 31st Street</b>
City <b>Tulsa,</b> State <b>OK</b> Zip <b>74135</b>	City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Secretary Name <b>Vicki J. Vaniman</b>	Treasurer Name <b>Michael H. McMahon</b>
Street Address <b>5330 East 31st Street</b>	Street Address <b>5330 East 31st Street</b>
City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>Joseph E. Cappy</b>	Director Name <b>Gary L. Paxton</b>
Street Address <b>5330 East 31st Street</b>	Street Address <b>5330 East 31st Street</b>
City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Director Name <b>Steven B. Hildebrand</b>	Director Name
Street Address <b>5330 East 31st Street</b>	Street Address
City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	City State Zip

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
<b>1,000 SHS NO PAR VALUE</b>		

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
<b>1,000</b>	<b>Common</b>	<b>No par</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 8 7 7 5 3 \*

File Date: 3/10/00  
 Check No.: 605194  
 By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Sheila Pruitt 2/17/99  
 Signature of Officer Date  
**Sheila Pruitt**

Print or Type Name of Officer  
**Assistant Secretary**  
 Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <b>87753</b>		2. Name of Corporation <b>DOLLAR OPERATIONS, INC.</b>	
3. Street Address Principal Business Office <b>5330 E. 31st Street</b>		City <b>Tulsa</b>	State <b>OK</b>
		Zip <b>74135</b>	
4. Business Phone No. <b>(918) 669-3000</b>		5. State of Incorporation <b>OKLAHOMA</b>	
6. SIC Code <b>8813</b>			
7. Brief Description of the Character of Business Conducted in Rhode Island <b>Franchise/lease to or ownership of car rental operations</b>			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name <b>Gary L. Paxton</b>		Vice President Name <b>Sidney O. Harris, Jr.</b>	
Street Address <b>5330 E. 31st Street</b>		Street Address <b>5330 E. 31st Street</b>	
City <b>Tulsa</b>	State <b>OK</b>	City <b>Tulsa</b>	State <b>OK</b>
Zip <b>74135</b>		Zip <b>74135</b>	
Secretary Name <b>Vicki J. Vaniman</b>		Treasurer Name <b>Michael H. McMahon</b>	
Street Address <b>5330 E. 31st Street</b>		Street Address <b>5330 E. 31st Street</b>	
City <b>Tulsa</b>	State <b>OK</b>	City <b>Tulsa</b>	State <b>OK</b>
Zip <b>74135</b>		Zip <b>74135</b>	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name <b>Joseph E. Cappy</b>		Director Name <b>Gary L. Paxton</b>	
Street Address <b>5330 E. 31st Street</b>		Street Address <b>5330 E. 31st Street</b>	
City <b>Tulsa</b>	State <b>OK</b>	City <b>Tulsa</b>	State <b>OK</b>
Zip <b>74135</b>		Zip <b>74135</b>	
Director Name <b>Steven B. Hildebrand</b>		Director Name	
Street Address <b>5330 E. 31st Street</b>		Street Address	
City <b>Tulsa</b>	State <b>OK</b>	City	State
Zip <b>74135</b>		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			
AUTHORIZED SHARES			ISSUED SHARES
Number of Shares	Class/Series	Par Value	Number of Shares
<b>1,000 SHS NO PAR VALUE</b>			<b>1,000</b>
			<b>Common</b>
			<b>\$ NO PAR</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: May 1, 1999  
Check No.: 592590  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/17/99  
Print or Type Name of Officer: Sheila Pruitt  
Title of Officer: Assistant Secretary

**DOLLAR RENT A CAR SYSTEMS, INC.**  
**OFFICERS OF THE CORPORATION**  
**EIN 73-1389882**  
**REVISED FEBRUARY 1999**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Gary L. Paxton	President/CEO	5330 E. 31st Street Tulsa, OK 74135	9919 South Louisville Tulsa, OK 74137
Lloyd St.Clair	Executive Vice President	5330 E. 31st Street Tulsa, OK 74135	5404 East 105th Street Tulsa, OK 74137
John Jay Foley	Executive Vice President	5330 E. 31st Street Tulsa, OK 74135	10114 S. Maplewood Tulsa, OK 74137
Peter G. Gupta	Executive Vice President	2002 N. Lois Avenue Tampa, FL 33607	15901 Danborough Court Tampa, FL 33647
Sidney O. Harris, Jr.	Vice Pres./CFO	5330 E. 31st Street Tulsa, OK 74135	7727 S. Memorial, #2305 Tulsa, OK 74133
Robert J. Drvostep	Vice President	5330 E. 31st Street Tulsa, OK 74135	6406 East 107th South Tulsa, OK 74137
Mario E. Nargi	Vice Pres./Asst. Secr.	5330 E. 31st Street Tulsa, OK 74135	4810 East 112th Street South Tulsa, OK 74137
Rich Halbrook	Vice President	5330 E. 31st Street Tulsa, OK 74135	14009 East 100th Street North Owasso, OK 74055
Vicki J. Vaniman	Vice Pres./Secretary	5330 E. 31st Street Tulsa, OK 74135	3456 South Atlanta Place Tulsa, OK 74105
Fred Fleischer	Vice President	5330 E. 31st Street Tulsa, OK 74135	3182 East 38th Street Tulsa, OK 74105
Jim Senese	Vice President	5330 E. 31st Street Tulsa, OK 74135	3220 Northaven Road Claremore, OK 74017
Dean Strickland	Vice President	5330 E. 31st Street Tulsa, OK 74135	8927 S. Erie Avenue Tulsa, OK 74137
William E. Funkhouser	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135	2915 E. 45th Place Tulsa, OK 74105
Sheila Pruitt	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135	HC87 Box 900 Skiatook, OK 74070
Stephen W. Ray	Assistant Secretary	320 S. Boston, Ste. 400 Tulsa, OK 74103	5808 S. New Haven Tulsa, OK 74135
Michael H. McMahon	Treasurer	5330 E. 31st Street Tulsa, OK 74135	2908 East 38th Street Tulsa, OK 74105

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <b>87753</b>		2. Name of Corporation <b>DOLLAR OPERATIONS, INC.</b>			
3. Street Address Principal Business Office <b>5330 E. 31st Street</b>			City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
4. Business Phone No. <b>(918) 669-3433</b>		5. State of Incorporation <b>OKLAHOMA</b>			6. SIC Code <b>8813</b>
7. Brief Description of the Character of Business Conducted in Rhode Island <b>Franchise/lease to or ownership of car rental operations</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X					
President Name <b>Gary L. Paxton</b>			Vice President Name <b>Robert J. Drvostep</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
Secretary Name <b>Vicki J. Vaniman</b>			Treasurer Name <b>Michael H. McMahon</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X					
Director Name <b>Joseph E. Cappy</b>			Director Name <b>Gary L. Paxton</b>		
Street Address <b>5330 E. 31st Street</b>			Street Address <b>5330 E. 31st Street</b>		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>
Director Name <b>Steven B. Hildebrand</b>			Director Name		
Street Address <b>5330 E. 31st Street</b>			Street Address		
City <b>Tulsa</b>	State <b>OK</b>	Zip <b>74135</b>	City	State	Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) X			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) X		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<b>1,000 SHS NO PAR VALUE</b>			<b>1,000</b>	<b>COMMON</b>	<b>\$1,050,000.00</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 4/6/98

Check No.: 569925

By: CLO

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Sheila Pruitt Date: \_\_\_\_\_

**Sheila Pruitt**  
Print or Type Name of Officer

**Assistant Secretary**  
Title of Officer

**DOLLAR RENT A CAR SYSTEMS, INC.**  
**OFFICERS OF THE CORPORATION**  
**EIN 73-1389882**  
**EFFECTIVE DECEMBER 23, 1997**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Gary L. Paxton	President/CEO	5330 E. 31st Street Tulsa, OK 74135	9919 South Louisville Tulsa, OK 74137
Lloyd St.Clair	Executive Vice President	5330 E. 31st Street Tulsa, OK 74135	5404 East 105th Street Tulsa, OK 74137
John Jay Foley	Executive Vice President	5330 E. 31st Street Tulsa, OK 74135	10114 S. Maplewood Tulsa, OK 74137
Peter G. Guptill	Executive Vice President	2002 N. Lois Avenue Tampa, FL 33607	15901 Danborough Court Tampa, FL 33647
Robert J. Drvostep	Vice Pres./CFO	5330 E. 31st Street Tulsa, OK 74135	6406 East 107th South Tulsa, OK 74137
Mario E. Nargi	Vice Pres./Asst. Secr.	5330 E. 31st Street Tulsa, OK 74135	4810 East 112th Street South Tulsa, OK 74137
Rich Halbrook	Vice President	5330 E. 31st Street Tulsa, OK 74135	14009 East 100th Street North Owasso, OK 74055
Vicki J. Vaniman	Vice Pres./Secretary	5330 E. 31st Street Tulsa, OK 74135	3466 South Atlanta Place Tulsa, OK 74105
Fred Fleischner	Vice President	5330 E. 31st Street Tulsa, OK 74135	3182 East 38th Street Tulsa, OK 74105
Jim Senese	Vice President	5330 E. 31st Street Tulsa, OK 74135	3220 Northaven Road Claremore, OK 74017
Dean Strickland	Vice President	5330 E. 31st Street Tulsa, OK 74135	8927 S. Erie Avenue Tulsa, OK 74137
William E. Funkhouser	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135	2915 E. 45th Place Tulsa, OK 74105
Sheila Pruitt	Assistant Secretary	5330 E. 31st Street Tulsa, OK 74135	HC67 Box 900 Skiatook, OK 74070
Stephen W. Ray	Assistant Secretary	320 S. Boston, Ste. 400 Tulsa, OK 74103	5808 S. New Haven Tulsa, OK 74135
Michael H. McMahon	Treasurer	5330 E. 31st Street Tulsa, OK 74135	2908 East 38th Street Tulsa, OK 74105

**DOLLAR RENT A CAR SYSTEMS, INC.  
DIRECTORS OF THE CORPORATION  
EIN 73-1389882  
EFFECTIVE DECEMBER 23, 1997**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Joseph E. Cappy	Director	5330 E. 31st Street Tulsa, OK 74135	8899 S. Timberlane Road Tulsa, OK 74136
Gary L. Paxton	Director	5330 E. 31st Street Tulsa, OK 74135	9919 S. Louisville Tulsa, OK 74137
Steven B. Hildebrand	Director	5330 E. 31st Street Tulsa, OK 74135	3001 South Aster Broken Arrow, OK 74012



**PROFIT CORPORATION ANNUAL REPORT 1997**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **87753** 2. Name of Corporation **DOLLAR OPERATIONS, INC.**

3. Street Address Principal Business Office **5330 E. 31st Street** City **Tulsa** State **OK** Zip **74135**  
4. Business Phone No. **(918)669-2766** 5. State of Incorporation **OKLAHOMA** 6. SIC Code **8813**

7. Brief Description of the Character of Business Conducted in Rhode Island  
**Leasing of daily auto rentals**

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)

President Name <b>Gary L. Paxton</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Vice President Name <b>Robert J. Drvostep</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Secretary Name <b>Vicki J. Vaniman</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Treasurer Name <b>Michael H. McMahon</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)

Director Name <b>Joseph E. Cappy</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	Director Name <b>Ronald Elder</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>
Director Name <b>Gary L. Paxton</b> Street Address <b>5330 E. 31st Street</b> City <b>Tulsa</b> State <b>OK</b> Zip <b>74135</b>	

10. SHARES AUTHORIZED AND ISSUED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
<b>1,000 SHS NO PAR VALUE</b>	<b>1,000 Common NPV</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2-24-97  
Check No.: 548039  
By: ILP AEC  
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

James R. Ryan 2-12-97  
Signature of Officer Date  
**James R. Ryan**  
Print or Type Name of Officer  
**Assistant Secretary**  
Title of Officer

**DOLLAR RENT A CAR SYSTEMS, INC.**  
**(Formerly Dollar Operations, Inc.)**  
**OFFICERS OF THE CORPORATION**  
**EIN 73-1389882**

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Gary L. Paxton	President/CEO	294-38-2750	5330 E. 31st Street Tulsa, OK 74135	9919 South Louisville Tulsa, OK 74137
Robert J. Drvostep	Vice President/CFO	097-40-0618	Same as above	6406 East 107th South Tulsa, OK 74137
Lloyd St.Clair	Executive Vice President	176-42-7824	Same as above	5404 East 105th Street Tulsa, OK 74137
John Jay Foley	Executive Vice President	108-42-3339	Same as above	7715 South Oxford Tulsa, OK 74136
Peter G. Guptill	Executive Vice President	459-66-4531	2002 N. Lois Avenue Tampa, FL 33607	15901 Danborough Court Tampa, FL 33647
Mario E. Nargi	Vice President/Assistant Secretary	565-66-5186	5330 E. 31st Street Tulsa, OK 74135	4810 East 112th Street South Tulsa, OK 74137
Rich Halbrook	Vice President	430-08-5464	Same as above	14009 East 100th Street North Owasso, OK 74055
Marty Hernandez	Vice President	072-34-8167	Same as above	6710 East 91st Street #1 Tulsa, OK 74133
Fred Fleishner	Vice President	448-50-4907	Same as above	3182 East 38th Street Tulsa, OK 74105
Jim Senese	Vice President	039-26-4772	Same as above	3220 Northaven Road Claremore, OK 74017
Vicki J. Vaniman	Vice President/Secretary	350-42-0051	Same as above	3466 South Atlanta Place Tulsa, OK 74105
William E. Funkhouser	Assistant Secretary	445-62-4323	Same as above	2915 E. 45th Place Tulsa, OK 74105
James R. Ryan	Assistant Secretary	444-46-3542	Same as above	8814 South 71st East Avenue Tulsa, OK 74133
Sheila Pruitt	Assistant Secretary	432-17-6576	Same as above	HC67 Box 900 Skiatook, OK 74070
Thomas Gunton	Assistant Secretary	370-66-8894	12000 Chrysler Drive Highland Park, MI 48288	1721 Foresthill Drive Rochester Hills, MI 48306
Michael H. McMahon	Treasurer	446-48-8146	5330 E. 31st Street Tulsa, OK 74135	2908 East 38th Street Tulsa, OK 74105

**DOLLAR RENT A CAR SYSTEMS, INC.**  
**(Formerly Dollar Operations, Inc.)**  
**DIRECTORS OF THE CORPORATION**  
**EIN 73-1389882**

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY #</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Joseph E. Cappy	Director	326-26-1220	5330 E. 31st Street Tulsa, OK 74135	6699 S. Timberlane Road Tulsa, OK 74136
Gary L. Paxton	Director	294-38-2750	Same as above	9919 S. Louisville Tulsa, OK 74137
Ronald Elder	Director	371-70-5537	Same as above	4810 E. 113th Place Tulsa, OK 74137