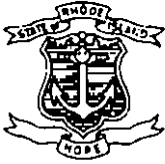


Filing Fee: \$75.00

ID Number: 123292



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

BUSINESS CORPORATION

MAY 11 2005
BY EMC
C 65669B

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**
(To Be Filed In Duplicate Original)

05 MAY 11 PM 2:00
SECRETARY OF STATE
CORPORATIONS DIVISION

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:

1. The name of the corporation is CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION
2. It is incorporated under the laws of DE
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island 3/4/02, authorizing it to transact business in Rhode Island under the name of:
CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION
4. The corporate name of the corporation has been changed to CENDANT MOBILITY RELOCATION COMPANY
(If no change, so indicate.)
5. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
CENDANT MOBILITY RELOCATION COMPANY
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation 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

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
NO CHANGE			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 100,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 5/6/05

CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES

Print Exact Name of Corporation Making Application

By

☐ President or ☒ Vice President (check one)

By

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF NJ
COUNTY OF MORRIS

In PARSIPPANY, NJ, on this 6th day of MAY, 2005, before me personally appeared LYNN A. FELDMAN who, being duly sworn, declared that he/she is the VICE PRESIDENT AND ASST. SECY. of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

MAURA E. SANTOS
A Notary Public of New Jersey
Qualified in Morris County
My Commission Expires Dec. 12, 2009

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION", CHANGING ITS NAME FROM "CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION" TO "CENDANT MOBILITY RELOCATION COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005, AT 2:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION" WAS INCORPORATED ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002.



3487311 8100

050380121

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3869471

DATE: 05-10-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:26 PM 04/28/2005
FILED 02:18 PM 04/28/2005
SRV 050344048 - 3487311 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CENDANT MOBILITY GOVERNMENT FINANCIAL
SERVICES CORPORATION**

Cendant Mobility Government Financial Services Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the 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 Relocation Company"

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 resolutions:

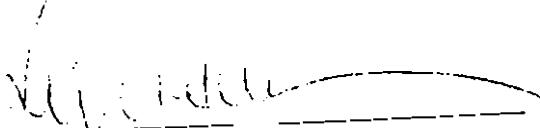
"RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the Corporation is **Cendant Mobility Relocation Company**.

FURTHER RESOLVED, that the foregoing name change shall be effective upon the filing of this certificate."

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.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Lynn A. Feldman, its Vice President and Assistant Secretary, this 25th day of April, 2005.


Lynn A. Feldman
Vice President and Assistant Secretary