

69249



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
146 W. River Street
Providence, Rhode Island 02904-2815

CERTIFICATE OF CONVERSION

Enterprise Rent-A-Car Company of Rhode Island, LLC
(insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (check one box only):

- Limited Liability Company
- or
- Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (check one box only):

- "Other entity" or
- Business Corporation or
- Sole Proprietorship or
- Partnership (General, Limited, or Limited Liability Partnership) or
- Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is: Enterprise Rent-A-Car Company of Rhode Island.

If the entity's name has been changed, the name under which it was originally organized: _____

b. The date on which the converting entity was first created, formed, or otherwise came into being is: August 5, 1992

c. The jurisdiction to which the entity is converting is: Delaware

d. The name of the entity following the conversion is: Enterprise Rent-A-Car Company of Rhode Island, LLC

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State: 600 Corporate Park Drive, St. Louis, Missouri 63105, Attn: General Counsel

h. The future date or time certain of the conversion is: 11:59 p.m. on April 30, 2008

Form 011A
07/07

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SECRETARY OF STATE
CORPORATIONS DIV

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/29/09

Print Name of other entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

Enterprise Rent-A-Car Company of Rhode Island.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: [Signature]
Signature of Authorized Person
MARK I. LITOW - SECRETARY

By: _____
Signature of Sole Proprietor

By: _____
Signature of Authorized Person

OR

Enterprise Rent-A-Car Company of Rhode Island, LLC

Print Name of Limited Liability Company

By: [Signature]
Signature of Authorized Person
MARK I. LITOW - SECRETARY

By: _____
Signature of Authorized Person