

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

AMERICAN AUTO LEASING & RENTAL SERVICE, INC.

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the Rhode Island General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is American Auto Leasing & Rental Service, Inc., a close corporation pursuant to §7-1.1-51 of the Rhode Island General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To buy, sell, lease and repair automobiles, limousines, and motor vehicles and to operate and conduct a general automobile and limousine rental business; to purchase, or otherwise acquire, garages for the storage of its vehicles; to maintain a service and repair department for automobiles, limousines and motor vehicles; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incidental hereto,

To engage in any lawful business, act or activity for which corporations may be incorporated under Title 7, Chapter 1.1 of the Rhode Island General Laws, 1956, as amended.

The corporation shall have all powers set forth in Section 7-1.1-4 of the Rhode Island General Laws, as amended.

FOURTH. The aggregate number of shares which the

corporation shall have authority to issue is Eight Thousand (8,000) shares common stock, par value, One Dollar (\$1.00) per share.

FIFTH. Provisions dealing with the preemptive right of shareholders pursuant to Section 7-1.1-24 of the Rhode Island General Laws, 1956, as amended:

NONE

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Rhode Island General Laws, 1956, as amended.

SEVENTH. The address of the initial registered office of the corporation is 1122 Fleet National Bank Building, Providence, Rhode Island 02903, and the name of its registered agent at such address is Michael A. Silverstein.

EIGHTH. The names and addresses of the persons who are to serve as officers of the corporation until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

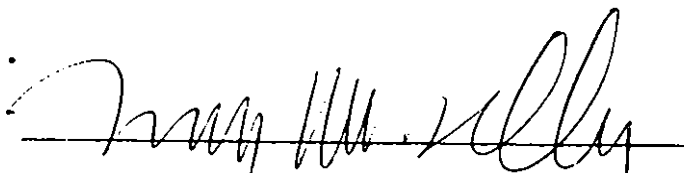
<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	Harry Baccarie, Jr.	17 Dunford St., Providence, R.I.
Secretary	Mary Baccarie	17 Dunford St. Providence, R.I.

TENTH. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph M. DiOrio	1122 Fleet National Bank Building Providence, Rhode Island 02903

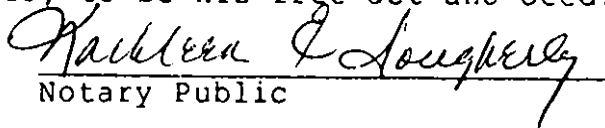
ELEVENTH. Corporate existence shall begin upon filing of these articles of incorporation.

Dated: April 6, 1983.



STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In the City of Providence, in said County and State, on this 6th day of April, 1983, then personally appeared before me Joseph M. DiOrio, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him subscribed, to be his free act and deed.

  
Notary Public

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TOBIN & SILVERSTEIN  
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