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**WRITTEN RESOLUTION OF THE SHAREHOLDERS
OF AVIS RENT A CAR LIMITED**

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as written resolutions and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED:

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be increased to £14,250,100 by the creation of 13,000,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, the Ordinary Shares of the Company referred to in resolution number 1 above.


SPECIAL RESOLUTION

3. That the Directors of the Company be and are hereby given power in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by resolution number 2 above as if section 89(1) of the Act did not apply to the allotment.

Dated this 28 day of November 1995



Payhot Limited



W.J. Sykes

