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Company No.: 2779999

ANC RENTAL CORPORATION LIMITED

We, being all the holders of the entire issued share capital of the Company hereby pursuant to Section 381A of the Companies Act 1985 (as amended) RESOLVE that the Resolutions set out below be and they are hereby respectively passed as written Ordinary Resolutions and as written Special Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £3,600,000 to £33,600,000 by the creation of 600,000,000 new Ordinary Shares of 5 pence each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors be and are hereby generally and unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot and dispose of and grant options over relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £30,000,000 provided that this authority shall expire on the date which falls 5 years after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. That the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section

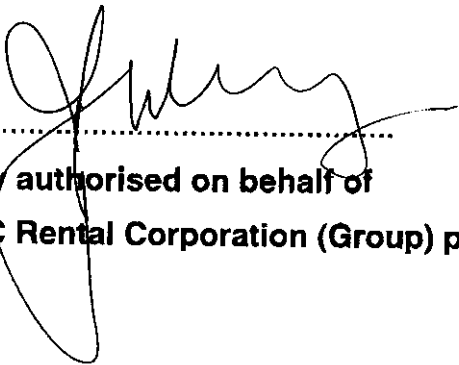
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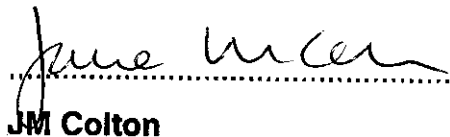
94 of the Act) pursuant to the authority conferred by Ordinary Resolution 2 set out above as if sub-section 1 of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £30,000,000 and shall expire on the date which falls five years after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. That Article 3 of the Articles of Association of the Company be amended by deleting the words "£3,600,000 divided into 72,000,000 Ordinary shares of 5 p each" and by substituting therefor the words "£33,600,000 divided into 672,000,000 Ordinary Shares of 5p each".

Dated this 20 day of November 2000.



Duly authorised on behalf of
ANC Rental Corporation (Group) plc



JM Colton