

COMPANIES ACT 1985

ANC RENTAL CORPORATION  
(GROUP) PLC

COMPANY LIMITED BY SHARES

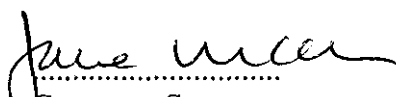
COMPANY NO. 3418813

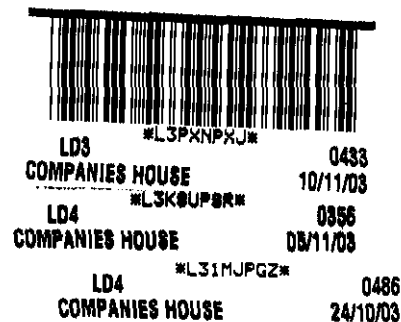
By a written resolution dated 14 October 2003, the following resolution was passed.

**THAT** the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (d) in clause 1 by deleting the words "PLC" and by replacing it with the word "LIMITED";
- (e) by deleting clause 2;
- (f) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively.

**THAT** on re-registration of the Company as a private limited company the regulations (in the form of the print attached to this written resolution) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

  
.....  
Company Secretary



COMPANY NO. 3418813

**ANC RENTAL CORPORATION (GROUP) PLC**

*(the Company)*

**SOLE MEMBER'S WRITTEN RESOLUTION**

In accordance with article 114 of the articles of association of the Company, **WE**, the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **RESOLVE** that the following resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held:

**THAT** the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) in clause 1 by deleting the words "PLC" and by replacing it with the word "LIMITED";
- (b) by deleting clause 2;
- (c) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively.

**THAT** on re-registration of the Company as a private limited company the regulations (in the form of the print attached to this written resolution) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

.....  
(on behalf of ANC Rental Corporation (Holdings) Limited)

Date: ..... 14 October 2003

COMPANIES HOUSE  
LD4  
COMPANIES HOUSE  
05/11/03  
\*L31MCPGW\*  
0489  
24/10/03