

Company number 05911787

**PRIVATE COMPANY LIMITED BY SHARES**  
**PASSED AS A WRITTEN RESOLUTION**  
**of**  
**ZIPCAR (UK) LIMITED**  
**(the "Company")**

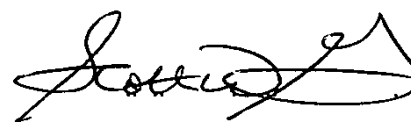
Circulated December 15, 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of this resolution, would be the only member entitled to attend and vote at a general meeting of the Company, declares that the following resolution shall have effect as if passed by the Company as a special resolution in a general meeting duly convened and held (the "**Resolution**")

**RESOLUTION**

The name of the company be changed to **Zipcar Corporation (UK) Limited**

Signed for and on behalf of Zipcar, Inc



Scott W Griffith

Chief Executive Officer

Date December 15, 2011

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TUESDAY



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20/12/2011

#2

COMPANIES HOUSE



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5911787

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**ZIPCAR (UK) LIMITED**

a company incorporated as private limited by shares, having its registered  
office situated in England/Wales; has changed its name to:

**ZIPCAR CORPORATION (UK) LIMITED**

Given at Companies House on **20th December 2011**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES