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Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

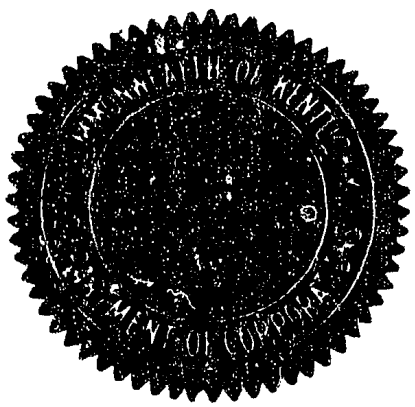
certificate of Amendment filed May 12, 1966

of THE HERTEL CORPORATION
Name of Corporation
a corporation of the State of Delaware, with home
Name of State
office at Wilmington, Delaware; have or has been filed in
Address
my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State,
this 29th day of September 1966

Thelma L. Stovall
Secretary of State

By _____
Assistant Secretary of State.



SECRETARY OF STATE

THE HERTZ CORPORATION, a Delaware Corporation,
CERTIFICATE OF INCORPORATION OF
THE HERTZ CORPORATION

(Pursuant to Section 242 of Title 8, Chapter 1 of the Delaware Code)

THE HERTZ CORPORATION, (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of Title 8, Chapter 1 of the Delaware Code, does hereby certify as follows:

That, in accordance with the provisions of Section 242 of Title 8, Chapter 1 of the Delaware Code, the following amendment of the Certificate of Incorporation of the Corporation has been duly adopted:

By striking out Article Fourth thereof in its entirety, and by substituting in lieu thereof a new article FOURTH to read as follows:

FOURTH. The total number of shares of all classes of stock which the corporation shall have authority to issue is eight million (8,000,000) shares, of which there shall be one million (1,000,000) shares shall be preferred stock, without par value, and seven million (7,000,000) shares shall be Common Stock of the par value of One Dollar (\$1) per share.

A statement of the voting powers and of the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each class of stock are as follows:

(1) In General

No holder of stock of the corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may, from time to time, determine, and at such price as the Board of Directors may, from time to time, fix pursuant to the authority conferred by this certificate; and any shares of stock or convertible obligations which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board shall determine, be offered exclusively either to holders of preferred stock or to holders of Common Stock, or partly to the holders of preferred stock and partly to the holders of Common Stock, and in such case in such proportions as between said classes of stock as the Board of Directors in its discretion may determine.

The stock of the corporation may be issued by the corporation from time to time for such consideration (not less than the par value thereof in the case of stock with par value) as may be fixed from time to time by the Board of Directors.

(2) Preferred Stock

(a) The preferred stock may be issued from time to time in one or more series, of such rank and with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and in such resolution or resolutions providing for the issue of shares of each particular series, the Board of Directors is also expressly vested with authority to fix the number of shares constituting such series and to fix —

(i) the rate and times at which, and the conditions under which, dividends shall be payable on shares of such series, and the status of such dividends as cumulative or non-cumulative and as participating or non-participating;

(ii) the price or prices, time, and terms and conditions, if any, upon which or at which shares of such series shall be subject to redemption;

(iii) the rights, if any, of the holders of shares of such series to convert such shares into other classes of stock of the corporation and the terms and conditions of such conversion;

... or purchase account, if any, to be provided for shares of such series;

(v) the right to elect or designate directors of such series upon the liquidation, dissolution or winding up of the corporation or upon the liquidation or dissolution of the assets of the corporation;

(vi) the dividends, if any, applicable while such series is outstanding, on the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, the Common Stock or any class of stock ranking junior to the shares of such series;

(vii) the full or limited voting rights, if any, to be provided for shares of such series; and

(viii) any other preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series;

so far as not inconsistent with the provisions of the Certificate of Incorporation, as amended to the date of such resolution or resolutions, and to the full extent now or hereafter permitted by the laws of Delaware. All shares of preferred stock shall be identical and of equal rank except in respect to the particulars that may be fixed by the Board of Directors as hereinabove in this paragraph provided, *provided, however*, that all shares of each series shall be identical and of equal rank except as to the dates from which cumulative dividends, if any, thereon shall be cumulative. The amount of the authorized preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, without any requirement that such increase or decrease be approved by a class vote on the part of the preferred stock, or any other limitations thereon, except as may be otherwise provided in the above mentioned resolution or resolutions fixing the voting rights of any series of the preferred stock.

(b) The Board of Directors is also expressly vested with authority to amend any of the provisions of any resolution or resolutions providing for the issue of any series of preferred stock, subject to any class voting rights of the holders of any series of preferred stock contained in the resolution or resolutions providing for the issue of such series and subject to the requirements of the laws of Delaware.

(3) Common Stock

(a) Subject to the preferences and other rights of the preferred stock as fixed in the resolution or resolutions of the Board of Directors providing for the issue of such preferred stock, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid out of funds legally available therefor upon the Common Stock from time to time.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, after payment to the holders of preferred stock of the amounts to which they are entitled pursuant to the resolution or resolutions of the Board of Directors providing for the issue of such preferred stock, the holders of the Common Stock shall be entitled to share ratably in all assets then remaining subject to distribution to the stockholders.

(c) The holders of Common Stock shall be entitled to one vote for each of the shares held by them of record on the books of the Corporation at the time for determining holders thereof entitled to vote.

IN WITNESS WHEREOF, the said THE HERTZ CORPORATION has made under its corporate seal and signed by Edward F. Mc Donnell, its Vice President and E. A. Pool, III, its Assistant Secretary, the foregoing certificate, and the said Edward F. Mc Donnell as Vice President and the said E. A. Pool, III, as Assistant Secretary, have hereunto respectively set their hands and caused the corporate seal of the corporation to be affixed this 12th day of May, 1966.



[Handwritten signature]
(Vice President)

[Handwritten signature]
(Assistant Secretary)

