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Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

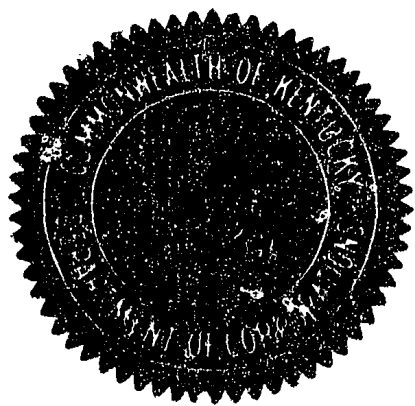
I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

Certificate of Resolution Amending Resolution creating Series of Preferred Stock filed September 8, 1966

of THE STATE CORPORATION
Name of Corporation

a corporation of the State of Delaware, with home office at Wilmington, Delaware; have or has been filed in

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

CERTIFICATE OF RESOLUTION
CREATING SERIES OF PREFERRED STOCK OF
THE HERTZ CORPORATION

(Pursuant to Section 151(g) of Title 8, Chapter 1 of the Delaware Code)

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

That, in accordance with the provisions of Article Fourth of the Certificate of Incorporation of the Corporation, as amended, the foregoing resolution was duly adopted by the Board of Directors of the Corporation on August 23, 1966:

It is *resolved*, that pursuant to the authority vested in the Board of Directors of this Corporation by Article Fourth of this Corporation's Certificate of Incorporation, as amended, a series of preferred stock of the Corporation be, and it hereby is, created, such series to be designated Cumulative Convertible Preferred Stock, Series B (hereinafter for convenience called "Series B Preferred Stock"), to consist of 225,250 shares, without par value, and no more, of which the relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, shall be as follows:

1. *General Definitions.*

Unless the context otherwise requires, the terms defined in this Paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified.

(a) *Common Stock.* The term "Common Stock" shall mean all shares now or hereafter authorized of the Class of Common Stock of the Corporation presently authorized and any other stock into which such shares may hereafter have been changed from time to time.

(b) *Junior Stock.* The term "Junior Stock" shall mean Common Stock and any other stock of the Corporation, whether now or hereafter authorized, not entitled to receive any dividends until all dividends accrued shall have been paid or declared and set apart on the Series B Preferred Stock, and also not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Corporation until the Series B Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

(c) *Parity Stock.* The term "Parity Stock" shall mean the Corporation's Cumulative Convertible Preferred Stock, Series A, and any other stock of the Corporation, whether now or hereafter authorized, other than Junior Stock, not entitled to receive payment of any part of the dividends theretofore accrued but unpaid thereon unless there shall be concurrently paid on the Series B Preferred Stock dividends representing the same proportion of the total dividends theretofore accrued but unpaid on the Series B Preferred Stock, and also not entitled to receive any part of the assets to which such Parity Stock is entitled upon liquidation, dissolution or winding up of the affairs of the Corporation unless the Series B Preferred Stock shall concurrently receive the same proportion of the entire amount to which the Series B Preferred Stock is entitled. Nothing herein contained shall preclude the Board of Directors from fixing dividend rates and liquidating preferences which are different in amount for any series of Parity Stock from the dividend rate and liquidating preference applicable to the Series B Preferred Stock.

(d) *Senior Stock.* The term "Senior Stock" shall mean any stock of the Corporation, whether now or hereafter authorized, other than Junior Stock, Parity Stock and the Series B Preferred Stock.

2. *Dividends.*

(a) *General.* The holders of the Series B Preferred Stock, in preference to the holders of Junior Stock, shall be entitled in each calendar year to receive, as and when declared by the Board of Directors, out of any funds legally available for the purpose, cash dividends in an amount equal to the Series B Dividend (as hereinafter defined) for such year, and no more, payable on the dates hereinafter provided. As used herein, the term "Series B Dividend" shall mean for any given calendar year the total of the basic dividend and the Participations of any stock as hereinafter defined, for such year.

(1) As used herein, the term "Basic Dividend" shall mean for any given year the sum of Two Dollars (\$2.00) per share. The Basic Dividend shall be payable quarterly on the first days of January, April, July and October in each year, commencing on the first such date following the date of issue.

(ii) As used herein, the term "Excess Participation" shall mean for any given calendar year the total amount, if any, by which the aggregate dividends declared in such year upon any share of Common Stock of the Corporation outstanding during all of such year shall exceed One Dollar and Twenty Cents (\$1.20), subject to adjustment as hereinafter provided. The amount of such aggregate dividends shall be computed by adding together the aggregate cash dividends so declared upon such share and the fair market value of all dividends so declared upon such share payable in property other than cash (but excluding all dividends so declared upon such share payable in Common Stock). If declaration of a given dividend upon the Common Stock in any calendar year shall result in the existence of all or any part of an Excess Participation for such year, the Board of Directors shall, concurrently with the declaration of such dividend upon the Common Stock, also declare a dividend upon each share of the outstanding Series B Preferred Stock in an amount equal to the part of such Excess Participation so resulting, such declaration shall provide for (and the Corporation shall take the necessary steps to make) payment of such amount payable in respect of the Excess Participation at or before the time for payment of such dividend upon the Common Stock. If, at any time or times following the adoption of this resolution providing for the issue of the Series B Preferred Stock, the Common Stock of the Corporation shall be changed by one or more subdivisions of shares, combinations of shares or stock dividends or distributions, the number of shares of Common Stock used to compute the amount of any Excess Participation shall be equitably adjusted to as to reflect appropriately both the change involved and the time in the calendar year when such change shall have become effective.

(iii) Anything herein to the contrary notwithstanding, appropriate adjustment with respect to the Basic Dividend and the Excess Participation upon the shares of Series B Preferred Stock shall be made for any calendar year in which such shares shall be outstanding for less than the full year.

(b) *Cumulative status of dividends.* All dividends on the Series B Preferred Stock shall be cumulative and accrue from the date of issue thereof, and shall be deemed to accumulate and accrue from day to day.

(c) *Preferential status of dividends on Series B Preferred Stock.* In no event, so long as any of the Series B Preferred Stock shall be outstanding, shall any dividend whatsoever, whether in cash, stock or otherwise, be declared or paid, nor shall any distribution be made, on any Junior Stock, nor shall any shares of Junior Stock be purchased or redeemed by the Corporation, nor shall any moneys be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless full cumulative dividends on all shares of Series B Preferred Stock for all past quarterly dividend periods and for the then current quarterly dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart. The provisions of the preceding sentence shall not, however, apply to a dividend payable in Common Stock, and no holders of shares of Series B Preferred Stock shall be entitled to share therein.

(d) *Dividends on Parity Stock.* No payment shall be made of any part of the dividends theretofore accrued but unpaid on the Series B Preferred Stock, unless there shall be concurrently paid on any outstanding shares of any Parity Stock dividends representing the same proportion of the total dividends theretofore accrued but unpaid on such Parity Stock.

3. DISTRIBUTIONS UPON LIQUIDATION, DISSOLUTION OR WINDING UP.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Junior Stock, the holders of the Series B Preferred Stock shall be entitled to be paid the sum of Sixty Dollars (\$60.00) per share, together with a sum, in the case of each share, equal to the aggregate of the Series B Dividends from the date on which dividends on such share accrued to and including the date fixed for such distribution or payment, less the aggregate of all dividends theretofore paid thereon, but the holders

may deliver to such Agent irrevocable written instructions authorizing such Agent, on behalf and at the expense of the Corporation, to use moneys of redemption to be duly mailed as herein provided as soon as practicable after receipt of such irrevocable instructions, and in accordance with the above provisions.

(d) *Deposit of funds for redemption.* If such Agent shall be so appointed, all funds necessary for the redemption shall be deposited in trust in New York funds not less than one business day before the date fixed for redemption with the bank or trust company so designated, for the *pro rata* benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor. If notice of redemption shall have been given as hereinbefore provided, then, from and after the date of such deposit, or if no such deposit is made, then upon such date fixed for redemption (unless the Corporation shall default in making payment of the Redemption Price), all rights of holders of Series B Preferred Stock with respect to the shares so called for redemption shall cease and terminate, except

(i) the right of the holder of such shares, upon surrender of certificates therefor, to receive the Redemption Price thereof, but without interest, or

(ii) the right to exercise, at or before the close of business on the date which is five business days prior to the date fixed for redemption, all privileges of conversion,

and such shares shall no longer be deemed to be outstanding. Such deposit in trust shall be irrevocable except that any moneys so deposited by the Corporation which shall not be required for the redemption because of the exercise of any such right of conversion subsequent to the date of deposit shall be repaid to the Corporation forthwith, and except that any balance of moneys so deposited by the Corporation and unclaimed by the holders of Series B Preferred Stock entitled thereto at the expiration of six (6) years from the date fixed for redemption shall be repaid to the Corporation upon its request therefor expressed in a resolution of its Board of Directors, and after any such repayment the holders of the shares so called for redemption shall look only to the Corporation for payment of the Redemption Price thereof.

(e) *Mandatory redemption.* In the event that, while any shares of Series B Preferred Stock shall be outstanding, there shall be a sale by the Corporation of all or substantially all of its property for a consideration which, apart from any assumption of liabilities, consists substantially entirely of cash, the Corporation shall as promptly as practicable either (i) redeem all of the then outstanding shares of the Series B Preferred Stock at the Redemption Price which would be applicable to a voluntary redemption at any time after June 30, 1971, or (ii) fully liquidate.

(f) *Retirement of redeemed or purchased Series B Preferred Stock.* Shares of Series B Preferred Stock redeemed or purchased by the Corporation shall not be reissued and shall be cancelled and retired in the manner provided by the laws of the State of Delaware.

5. VOTING RIGHTS.

(a) *General.* The holders of Series B Preferred 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.

(b) *Certain Authorizations.* So long as any shares of Series B Preferred Stock shall be outstanding and unless the consent or approval of a greater number of shares shall then be required by law, without first obtaining the consent or approval of the holders of at least two-thirds ($\frac{2}{3}$) of the number of such shares at the time outstanding, given in person or by proxy either in writing or at a meeting at which the holders of such shares shall be entitled to vote separately as a class, the Corporation shall not

(i) (A) issue any shares of Senior Stock, or (B) reclassify any shares of stock of the Corporation into shares of Senior Stock, or (C) issue any security exchangeable for, convertible into, or conferring the right to purchase any shares of Senior Stock, or (D) be a party to any merger or consolidation unless the surviving or resulting corporation will have after such merger or consolidation no stock either authorized or outstanding (except such stock of the Corporation as

may have been authorized or outstanding immediately prior to such merger or consolidation or such stock of the surviving or resulting corporation as may be issued in exchange therefor) ranking prior as to dividends or in liquidation, to the Series B Preferred Stock or to the stock of the surviving or resulting corporation issued in exchange therefor, or

(iii) amend, alter or repeal any of the provisions hereof, or amend, alter or repeal any of the provisions of the Certificate of Incorporation of the Corporation so as to affect adversely any of the preferences, rights, powers or privileges of the Series B Preferred Stock or the holders thereof.

(c) *Limitation of Action of Preferred Stock.* So long as any shares of Series B Preferred Stock are outstanding, and until the consent or approval of a greater number of shares shall then be required by law, without first obtaining the consent or approval of the holders of a majority of the number of shares of preferred stock of the Corporation of all series, at the time outstanding, given in person or by proxy either in writing or at a meeting at which the holders of such shares shall be entitled to vote separately as a class, the Corporation shall not amend the provisions of its Certificate of Incorporation so as to increase the amount of the authorized preferred stock.

(d) *Election of Directors upon Default in Dividend Payments.* If at any time dividends in respect of the preferred stock of any series shall be in default in an amount equal to or exceeding the dividend thereon for six (6) quarterly periods at the rate fixed therefor, the holders of the outstanding preferred stock of all series, voting separately as a class, each share of preferred stock having one vote (in addition to any other voting rights of such preferred stock with respect to election of Directors) shall become entitled, at the next annual meeting of stockholders and at each annual meeting thereafter until all dividends in default on the preferred stock of all series shall have been paid or declared and a sum sufficient for the payment thereof set apart, to elect two (2) Directors of the Corporation, and the remaining Directors of the Corporation shall be elected by the holders of stock of the Corporation entitled to vote at elections of Directors in the absence of such a default in the payment of dividends, including the holders of outstanding preferred stock of any series who would be entitled to vote at election of Directors in the absence of such a default in the payment of dividends. When all dividends in default on the preferred stock of all series shall thereafter be paid or declared and a sum sufficient for the payment thereof set apart, the holders of the outstanding preferred stock shall then be divested of such right to elect two (2) Directors of the Corporation, and at the next annual meeting of stockholders and at each annual meeting thereafter each holder of preferred stock shall again have the same voting rights, if any, at the election of Directors as such holder would have had but for such default in the payment of dividends, but always subject to the same provisions for the vesting of such right to elect two (2) Directors in case of any similar future default in the payment of dividends on any series of preferred stock.

6. **CONVERSION.** Any holder of Series B Preferred Stock shall have the right, at his option, at any time and from time to time, to convert all or any of the shares of Series B Preferred Stock held by such holder into shares of Common Stock of the Corporation on and subject to the following terms and conditions:

(a) *General.* The shares of Series B Preferred Stock shall be convertible at the office of the transfer agent for the Common Stock in the City of New York into Common Stock of the Corporation on the basis (subject to adjustment as hereinafter provided) of one fully paid and non-assessable share of such common stock for each share of Series B Preferred Stock so converted, which basis, subject to adjustment as hereinafter provided, is hereinafter sometimes called the "Conversion Rate". The Corporation shall make no payment or adjustment on account of any dividends accrued on the shares of Series B Preferred Stock surrendered for conversion. In case of the call for redemption of any shares of Series B Preferred Stock, such right of conversion shall cease and terminate, as to the shares designated for redemption, at the close of business on the date which is five business days prior to the date fixed for redemption, and no such right shall be made in the payment of the Redemption Price. If the day for the exercise of the conversion right shall be a Saturday or Sunday or shall be, in the City of New York, a legal holiday, or shall be any other day on which the transfer agent for the Common Stock shall not be open for business, then such conversion right may be exercised on the next succeeding day which

is not a Saturday or Sunday and which is not in the City of New York a legal holiday and on which said transfer agent is open for business.

(b) *Effecting of conversion.* Before any holder of shares of Series B Preferred Stock shall be entitled to convert the same into Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the transfer agent hereinabove mentioned, shall give written notice to the Corporation at said office and at the Corporation's principal office in the City of New York, attention of its Secretary, that such holder elects to convert the same and shall state in writing therein the name or names and the denominations in which such holder wishes the certificate or certificates for Common Stock to be issued. The Corporation will, as soon as practicable thereafter, cause to be issued and delivered to such holder or such holder's nominee or nominees, certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid, together with a certificate or certificates representing any shares of Series B Preferred Stock which are not to be converted but which shall have constituted part of the Shares of Series B Preferred Stock represented by the certificate or certificates so surrendered. No fractional shares of Common Stock shall be issued on conversion; a holder of Series B Preferred Stock who would otherwise be entitled to receive such a fractional share shall, in lieu thereof, receive cash equal to the same fraction of the mean between the highest and lowest quoted prices of the Common Stock on the New York Stock Exchange on the Conversion Date (as hereinafter defined), or, in the absence of any sale of such stock on said Exchange on the Conversion Date, the mean between such prices quoted on said Exchange on the next preceding day on which there shall have been such a sale. Such conversion shall be deemed to have been made as of the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted (the close of business on such date being herein sometimes called the "Conversion Date"), so that the rights of the holder of such Series B Preferred Stock shall, to the extent of such conversion, cease at such time, and the person or persons entitled to receive the shares of Common Stock upon conversion of such Series B Preferred Stock shall be treated for all purposes as having become the record holder or holders of such shares of Common Stock at such time, and such conversion shall be at the Conversion Rate in effect at such time.

(c) *Retirement of converted Series B Preferred Stock.* Shares of Series B Preferred Stock converted pursuant to this Paragraph (6) shall not be reissued and shall be cancelled and retired in the manner provided by the laws of the State of Delaware.

(d) *Effect on Conversion Rate of subdivisions and combinations of shares, and stock dividends and distributions.* In the event that, while any shares of Series B Preferred Stock shall remain outstanding, the Corporation shall at any time subdivide or combine the outstanding shares of Common Stock, or issue additional shares of Common Stock as a dividend or other distribution on the Common Stock of the Corporation, the Conversion Rate in effect immediately prior to such subdivision or combination of shares or stock dividend or distribution shall be proportionately adjusted so that, with respect to each such subdivision of shares or stock dividend or distribution, the number of shares of Common Stock deliverable upon conversion of each share of Series B Preferred Stock shall be increased in proportion to the increase in the number of the then outstanding shares of Common Stock resulting from such subdivision of shares or stock dividend or distribution, and, with respect to each such combination of shares, the number of shares of Common Stock deliverable upon conversion of each share of Series B Preferred Stock shall be decreased in proportion to the decrease in the number of the then outstanding shares of Common Stock resulting from such combination of shares. Any such adjustment in the Conversion Rate shall become effective, in the case of any such subdivision or combination of shares, at the close of business on the effective date thereof, and, in the case of any such stock dividend or distribution, at the close of business on the record date fixed for the determination of stockholders entitled thereto or on the first business day during which the stock transfer books of the Corporation shall be closed for the purpose of such determination, as the case may be. Whenever the Conversion Rate shall be adjusted pursuant to this Subparagraph (6)(d), the Corporation shall, within thirty days after such adjustment becomes effective, file a notice of the Conversion Rate, as adjusted, with the transfer agent for the Common Stock in the City of New York.

(e) *Subscription Offerings to Holders of Common Stock.* In the event that, while any shares of Series B Preferred Stock shall be outstanding, the Corporation shall issue rights or warrants to the holders of its Common Stock as a class entitling them to subscribe for or purchase shares of Common Stock or securities convertible into Common Stock, or to subscribe for or purchase any other securities of the Corporation, the Corporation shall, concurrently therewith, issue to the then holders of the Series B Preferred Stock the full amount of such rights or warrants to which such holders would have been entitled if, on the date of determination of stockholders entitled to the rights or warrants being issued by the Corporation, such holders had been the holders of record of the maximum number of shares of Common Stock into which the Series B Preferred Stock could then have been converted.

(f) *Procedure in connection with certain transactions.* In the event that, while any shares of Series B Preferred Stock shall remain outstanding, there shall be any consolidation with or merger of the Corporation into another corporation, or a sale to another corporation of all or substantially all of the property of the Corporation (otherwise than for a consideration which, apart from the assumption of liabilities, consists substantially entirely of cash), or a reclassification of the Common Stock of the Corporation into securities including other than Common Stock, the holder of each share of outstanding Series B Preferred Stock (or of the stock or other securities received in lieu of such share) shall thereafter have the right to convert such share (or such other stock or securities) into the kind and amount of shares of stock and other securities and property receivable upon such consolidation, merger, sale or reclassification by a holder of the number of shares of Common Stock of the Corporation into which such share of Series B Preferred Stock could have been converted immediately prior to such consolidation, merger, sale or reclassification. The instruments effecting such consolidation, merger, sale or reclassification and, where appropriate, the certificate of incorporation of the surviving, resulting or purchasing corporation shall provide for such conversion rights and for adjustments which shall be as nearly as equivalent as practicable to the adjustments provided for in Subparagraph (6)(d) hereof, and the provisions of this Subparagraph (6)(f) shall similarly apply to successive consolidations, mergers, sales or reclassifications. In case securities or property other than Common Stock shall be issuable or deliverable upon conversion as aforesaid, then all references to Common Stock in this Paragraph (6) shall be deemed to apply, so far as appropriate and as nearly as may be, to such other securities or property.

(g) *Reservation of Common Stock.* The Corporation shall at all times reserve and keep available out of its authorized Common Stock, for the purpose of issue upon conversion of Series B Preferred Stock as herein provided, such number of shares of Common Stock as shall then be issuable upon the conversion of all outstanding Series B Preferred Stock. All shares of Common Stock which shall be so issuable shall, when so issued upon any such conversion, be duly and validly issued and fully paid and non-assessable.

(h) *Payment of taxes.* The issuance of certificates for shares of Common Stock upon conversion of Series B Preferred Stock shall be made without charge to a converting stockholder for any tax in respect of the issuance of such certificates, and such certificates shall be issued in the name of, or in such name or names as may be directed by, such holder, *provided, however,* that the Corporation shall not be required to pay any transfer tax which may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name or names other than that of the holder of the Series B Preferred Stock converted, and the Corporation shall not be required to issue or deliver such certificates unless and until the person requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

(i) *Notices to holders of Series B Preferred Stock.* In the event that, while any shares of Series B Preferred Stock shall remain outstanding:

(1) the Corporation shall declare any dividend (or any other distribution) on the Common Stock payable otherwise than in cash out of its retained earnings, or

(ii) the Corporation shall offer for subscription *pro rata* to the holders of Common Stock any additional shares of stock of any class or any other securities; or

(iii) there shall occur any consolidation with or merger of the Corporation into another corporation or a sale to another corporation of all or substantially all of the property of the Corporation, or a reclassification of the Common Stock of the Corporation into securities including other than Common Stock; or

(iv) there shall occur the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

then, and in any one or more of such cases, the Corporation shall mail to each holder of Series B Preferred Stock at the address of such holder shown in the stock records of the Corporation, a notice stating (A) the day on which the books of the Corporation shall close, or a record shall be taken, for such dividend, distribution or subscription rights and the amount and character of such dividend, distribution or subscription rights or (B) the day on which such consolidation, merger, sale, reclassification, liquidation, dissolution or winding up shall take place and the terms of such transaction. Such notice shall be mailed at least ten days in advance of the day therein specified.

7. EXCLUSION OF OTHER RIGHTS.

Unless otherwise required by law, the shares of Series B Preferred Stock shall not have any preferences or relative, participating, optional or other special rights other than those specifically set forth in these resolutions and in the Certificate of Incorporation of the Corporation, as amended.

8. HEADINGS OF SUBDIVISIONS.

The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

IN WITNESS WHEREOF, the said THE HERZ CORPORATION has made under its corporate seal and signed by R. M. TICKTIN, its Vice President and B. D. EATON, its Assistant Secretary, the foregoing certificate, and the said R. M. TICKTIN as Vice President and the said B. D. EATON as Assistant Secretary, have hereunto respectively set their hands and caused the corporate seal of the corporation to be affixed this 29th day of August, 1966.

B. D. Eaton
.....
(Assistant Secretary)

R. M. Ticktin
.....
(Vice President)

(Seal)

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 29th day of August, 1966, personally came before me Alice E. Howard, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgment or proof of deeds, R.M. Tickin, a Vice President of THE HERTZ CORPORATION, a corporation of the state of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such and acknowledged said certificate to be his own act and deed, and the act and deed of said corporation; that the signatures of said Vice President and of the Assistant Secretary on said foregoing certificate are in the handwriting of said Vice President and Assistant Secretary of said corporation, respectively; that the seal affixed to said certificate is the common or corporate seal of said corporation; and that his act of sealing, executing, acknowledging and delivering said certificate was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand the day and year aforesaid.

Alice E. Howard
Notary Public

ALICE E. HOWARD
Notary Public, State of New York
No. 313172013
Qualified in New York County
Commission Expires March 30, 1967

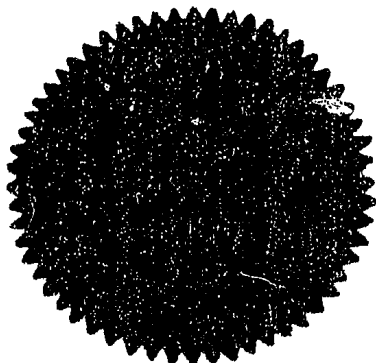
State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Resolution Amending Resolution Creating Series of Preferred Stock of "THE HERTZ CORPORATION", as received and filed in this office the eighth day of September, A.D. 1966, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-third day of September in the year of our Lord one thousand nine hundred and sixty-six.



Elisha C. Dukes

Secretary of State

A. F. Lawrence

Asst Secretary of State