

07-21-1998



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U.S. Patent & TMO/c/TM Mail Receipt 01-#03



07-01-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
11 4 97

TRADEMARK RECEIVED
NOV 11 1997
U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
11 4 97

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

07/16/1998 JSHABAZZ 00000131 2044962

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1755 FRAME: 0618

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(202) 659-6944

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2044962"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Marc A. Bergsman
Name of Person Signing


Signature

June 30, 1998
Date Signed

OFFICE OF THE SECRETARY OF STATE



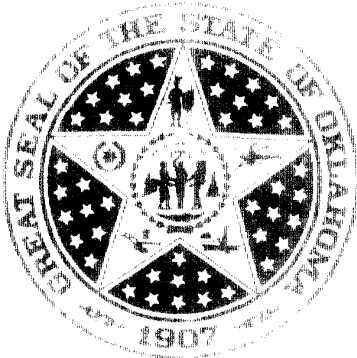
CERTIFICATE OF TRANSCRIPT

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:

CERTIFICATE OF INCORPORATION

OF

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 26th day, of June, 1998.

Sam Cole

Secretary of State

By:

Kelly Jones

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OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

a corporation organized under the laws of the State of Delaware, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said corporation is the survivor, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 31st day of December, 1997.

Sam Cole

Secretary of State

By:

[Signature]

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FILED

DEC 31 1997

OKLAHOMA SECRETARY
OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DTAG SERVICES, INC.

AND PTG, INC. INTO

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

(PURSUANT TO SECTION 1083 OF THE OKLAHOMA GENERAL CORPORATION ACT)

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC., a corporation organized and existing under the laws of the State of Delaware ("DTAG"), certifies that:

1. It was incorporated on November 4, 1997 under the General Corporation Law of the State of Delaware.
2. It owns all of the outstanding shares of each class of the capital stock of DTAG Services, Inc., an Oklahoma corporation, and PTG, Inc., an Oklahoma corporation (collectively, the "Subsidiaries").
3. Its Board of Directors duly adopted the following resolutions by unanimous written consent dated December 18, 1997, which resolutions are filed with the minutes of the Board and provide that upon the effectiveness of filing this Certificate of Ownership and Merger with the Delaware Secretary of State, the Subsidiaries will be merged into DTAG:

"WHEREAS, this Company lawfully owns all the outstanding capital stock of DTAG Services, Inc. and PTG, Inc. (collectively, the "Subsidiaries"), both corporations organized and existing under the laws of the State of Oklahoma; and

WHEREAS, this Company desires to merge into itself the Subsidiaries, and to be possessed of all the estate, property, rights, privileges and franchises of said corporations;

NOW, THEREFORE, BE IT RESOLVED, that this Company merge into itself, and it does hereby merge into itself, the Subsidiaries and assumes all of their liabilities and obligations; and

FURTHER RESOLVED, that the president or a vice president, and the secretary or treasurer of this Company be and they hereby are directed to make and execute, under the corporate seal of this Company, a Certificate of Ownership setting forth a copy of these resolutions, to

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REEL: 1755 FRAME: 0622

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merge the Subsidiaries and assume their liabilities and obligations, and the date of adoption thereof, and to file the same in the Offices of the Delaware Secretary of State and the Oklahoma Secretary of State;

FURTHER RESOLVED, that the merger shall become effective at 11:59 p.m. on December 31, 1997, subject to the prior filing of a Certificate of Ownership and Merger as required by law with the Offices of the Delaware Secretary of State and the Oklahoma Secretary of State; and

FURTHER RESOLVED, that the officers of this Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware and Oklahoma; which may be in anywise necessary or proper to effect said merger."

4. In accordance with 18 Okla. Stat. §1082.D, the Company agrees that it may be served with process in the State of Oklahoma in any proceeding for enforcement of any obligation of the Subsidiaries, as well as for enforcement of any obligation of itself arising from the merger, and irrevocably appoints the Oklahoma Secretary of State as its agent to accept service of process in any such suit or other proceeding and requests that a copy of such process be mailed by the Oklahoma Secretary of State to the Company at 5330 East 31st Street, Tulsa, Oklahoma 74135, Attn: Steven B. Hildebrand, Vice President.

IN WITNESS WHEREOF, Dollar Thrifty Automotive Group, Inc. has caused this Certificate to be signed by its authorized officerS, this 30th day of December, 1997.

ATTEST:

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC., a Delaware corporation

Stephen W. Ray
Stephen W. Ray, Secretary

By: Steven B. Hildebrand
Steven B. Hildebrand
Vice President

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OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127

DIVISION

DECEMBER 17, 1997

Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105

RE: DTAG SERVICES, INC.

Qualification Date: 08 29 1990

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

CONNIE REYNOLDS OTC

Business Tax Division

Registration Section

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OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

**440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127**

DIVISION

DECEMBER 2, 1997

**Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105**

RE: PTG, INC.

Qualification Date: 08 08 1990

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

CONNIE REYNOLDS OTC

Business Tax Division

Registration Section

REMITTANCE SHOULD BE MADE TO THE OKLAHOMA TAX COMMISSION AND REFER TO DIVISION

**TRADEMARK
REEL: 1755 FRAME: 0625**

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OKLAHOMA TAX COMMISSION

STATE OF OKLAHOMA

**440 S. HOUSTON, SUITE 501
TULSA, OKLAHOMA 74127**

DIVISION

DECEMBER 2, 1997

Secretary of State
Room 101, State Capital Building
Oklahoma City OK 73105

RE: DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

Qualification Date: 11 24 1997

Dear Secretary:

This is to certify that the records of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year and ending June 30, 1998 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

OKLAHOMA TAX COMMISSION

CONNIE REYNOLDS OTC

Business Tax Division

Registration Section

REMITTANCES SHOULD BE MADE TO THE OKLAHOMA TAX COMMISSION AND REFER TO DIVISION

TRADEMARK