



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 521337 11645A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 17, 1999

ORDER TIME : 2:36 PM

ORDER NO. : 521337-005

CUSTOMER NO: 11645A

CUSTOMER: Ms. Patti Barr
Lerner & Pearce, P.a.
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

Patricia Pizito

Share
exchange

300003075613--1

~~ANNUAL REPORT FILING~~

NAME: HORSELESS CARRIAGE HOLDING
CO., INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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~~XX ANNUAL REPORT~~

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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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SECRETARY OF STATE

HORSELESS CARRIAGE HOLDING CO., INC.
ARTICLES OF SHARE EXCHANGE & PLAN OF SHARE EXCHANGE

Horseless Carriage Holding Co., Inc. ("HCH" or "acquiring corporation"), and MAJ Rent-A-Car, Inc. ("MAJ"), DEE Rent-A-Car, Inc. ("DEE") and JAM Rent-A-Car, Inc. ("JAM") (collectively the "acquired corporations"), being validly and legally formed under the laws of the State of Florida, have, pursuant to the provisions of the Florida Business Corporation Act, adopted a Plan of Share Exchange, for the purpose of HCH acquiring all of the issued and outstanding shares of the acquired corporations:

1. The following Plan of Share Exchange was approved by the board of directors of the acquiring corporation and shareholders of each of the acquired corporations in the manner prescribed by the Florida Business Corporation Act:

- A. the corporations whose shares will be acquired are MAJ, DEE and JAM;
- B. the acquiring corporation shall be HCH;
- C. the terms and conditions of the exchange are:
 - 1) The Plan of Share Exchange is an exchange within the meaning of the Internal Revenue Code Section 368(a)(1)(B) as amended;
 - 2) HCH shall acquire 100% of the outstanding stock of MAJ, JAM, and DEE solely in exchange for like kind common shares of HCH. No other cash or property will be involved in the exchange;
 - 3) the exchange ratio shall be one share of HCH common for each share of the acquired corporations received in the exchange;
 - 4) shareholders of the acquired corporations which own voting common shall receive voting common from the acquiring corporation, and shareholders of the acquired corporations which own non-voting common will receive non-voting common in exchange from the acquiring corporation
- D. the effective date of the share exchange shall be the date of filing with the Florida Department of State.

2. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Voting</u>
MAJ	200	Common	196
JAM	200	Common	196
DEE	200	Common	196

3. Shareholder approval is required by the acquired corporations but not by the acquiring corporation. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively are as follows:

<u>Name of Corporation</u>	<u>Total Voted</u>	
	<u>For</u>	<u>Against</u>
MAJ	196	-0-
DEE	196	-0-
JAM	196	-0-

4. The Plan of Share Exchange was adopted by the shareholders of the acquired corporations on December 16, 1999 and by the board of directors of the acquiring corporation on December 16, 1999.

Date: December 16, 1999

Horseless Carriage Holding Co., Inc.

By: Ben K. Rosenbloom, president
Ben K. Rosenbloom

MAJ Rent-A-Car, Inc.

By: Ben K. Rosenbloom, president
Ben K. Rosenbloom

DEE Rent-A-Car, Inc.

By: Ben K. Rosenbloom, president
Ben K. Rosenbloom

JAM Rent-A-Car, Inc.

By: Ben K. Rosenbloom, president
Ben K. Rosenbloom