F01000002831

THE LAW FIRM OF
KELEHER
&McLEOD
A PROFESSIONAL ASSOCIATION

James D. Rasmussen
Direct dial: 505-346-1158

October 3, 2001

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000004628350--3
-10/03/01--01029--002
*****70.00 *****35.00

FILED
01 OCT -9 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida**
Prevost Car, Inc.
Document No. P 27457

Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with attached Affidavit of Change of Officers and of Directors' Addresses
Nova Bus Incorporated -- Prevost Car (US) Inc.
Document No. F01000002831

Gentlemen:

Enclosed for filing are the following documents:

1. Duplicate originals of the Prevost Car, Inc. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida; and

2. Duplicate originals of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, with the Affidavit of Change of Officers and of Directors' Addresses attached pursuant to your telephone instructions of today. Also attached to one original is an original certified copy of the Delaware Certificate of Merger evidencing the name change. A copy of the Delaware Certificate is attached to the Application to be returned to us.

Please file the above documents and provide endorsed-filed copies for our records. A self-addressed stamped envelope is enclosed for your convenience.

Enclosed in accordance with telephone instructions of today is our check in the amount of $70.00 to cover costs for filing these documents.

Amend RC

OCT 1 2 2001

W. A. Keleher (1886-1972)
A.H. McLeod (1902-1976)

Mailing Address
PO Drawer AA
Albuquerque NM 87103

Main Phone
505-346-4646

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Albuquerque Plaza
201 Third NW, 12th floor
Albuquerque NM 87102
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414 Silver SW, 12th floor
Albuquerque NM 87102
Fax: 505-346-1345

Thank you for your assistance. Should you have and questions or need any additional documents, please advise.

Very truly yours,

KELEHER & McLEOD, P.A.

By James L. Rasmussen

James L. Rasmussen

JLR/lds
Enclosures
ld0508

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 OCT -9 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Nova BUS Incorporated
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. May 22, 2001
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/31/2001

5. Prevost Car (US) Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

Signature

8/22/01
Date

Bernardo de Alvarenga
Typed or printed name

Secretary
Title

AFFIDAVIT OF CHANGE OF OFFICERS AND OF DIRECTORS' ADDRESSES

STATE OF NEW MEXICO)
)ss.
COUNTY OF CHAVES)

To: Division of Corporations
State of Florida

The undersigned corporation, organized under the laws of Delaware, submits the following Affidavit for the purpose of notifying the State of Florida of a change in its officers.

FIRST: The name of the corporation is Prevost Car (US) Inc.

SECOND: The Florida Document Number for the Corporation is F01000002831.

THIRD: The street address of the Corporation's principal place of business is unchanged.

FOURTH: The names and addresses of the Corporation's officers are:

Title	Name	Address
President	Georges Bourelle	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670
Vice President CFO Secretary	Bernardo de Alvarenga	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670

There are no other officers except divisional officers.

FIFTH: The names and addresses of the Corporation's Directors are:

Title	Name	Address
Director	Jan Engström	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670
Director	Brian Chivers	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670
Director	Tore Bäckström	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670

(cont.)

Director	Robert Wood	42 Earl Cummings Loop West P.O. Box 5670 (RIAC) Roswell, NM 88202-5670
Director	Richard Maddox	3820 Arkwright Road, Suite 275 Macon, Georgia 31210

I declare that I have reviewed this Affidavit and to the best of my knowledge and belief it is true and complete.

Dated: 8/22/01

PREVOST CAR (US) INC.

By:
Bernardo de Alvarenga
Its: Secretary

SUBSCRIBED and SWORN to before me this 22nd day of August, 2001.

Iva Jo Nieto
Notary Public

My commission expires:
7-22-03

OFFICIAL SEAL
IVA-JO NIETO
NOTARY PUBLIC
STATE OF NEW MEXICO
My Commission Expires 7-22-03

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PREVOST CAR, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "NOVA BUS INCORPORATED" UNDER THE NAME OF "PREVOST CAR (US) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 11:59 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2326274 8100M

010384665

AUTHENTICATION: 1283589

DATE: 08-07-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 05/31/2001
010260842 - 2326274

CERTIFICATE OF MERGER OF PREVOST CAR, INC. (A NEW JERSEY CORPORATION) INTO NOVA BUS INCORPORATED (A DELAWARE CORPORATION)

Under Section 252 of the General Corporation Law of the State of Delaware.

The undersigned corporation, a Delaware corporation, does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Prevost Car, Inc.	New Jersey
Nova BUS Incorporated	Delaware

Second: That an Agreement and Plan of Merger dated as of May 31, 2001 by and between Prevost Car, Inc. and Nova BUS Incorporated has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

Third: That the name of the surviving corporation of the merger is Nova BUS Incorporated, a Delaware corporation (the "Surviving Corporation").

Fourth: That the Certificate of Incorporation of Nova BUS Incorporated in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, and that the Article numbered "1" thereof is hereby amended to read in its entirety as follows:

"1. The name of the Corporation is Prevost Car (US) Inc. "

Fifth: That the Bylaws of Nova BUS Incorporated, as amended by the board of directors and approved by the sole shareholder of Nova BUS Incorporated by Resolution dated May 22, 2001, shall be the Bylaws of the Surviving Corporation in effect as of the Effective Time.

Sixth: That the directors of Nova BUS Incorporated immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, until their respective successors are duly elected or appointed.

Seventh: That persons who are the officers of Nova BUS as elected by the board of directors of Nova BUS by Resolution dated May 22, 2001, shall as of the Effective Time be the officers of the Surviving Corporation, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Delaware and under the Certificate of Incorporation and Bylaws of the Surviving Corporation.

Eighth: That the executed Agreement and Plan of Merger is on file at the corporate office of the Surviving Corporation. The address of said corporate office is 42 Earl Cummings Loop West, Roswell, New Mexico 88202.

Ninth: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation upon request and without charge to the stockholder of the Constituent Corporations.

Tenth: The authorized Capital Stock of Prevost Car, Inc. is 2,500 shares of Common Stock, par value $1.00 per share.

Eleventh: That this Certificate of Merger shall be effective on May 31, 2001 at 11:59 p.m. (Eastern Time) (the "Effective Time").

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its President and attested by its Secretary this 22nd day of May, 2001.

Nova BUS Incorporated,
a Delaware corporation

By: Robert M. Shaughnessy
Robert M. Shaughnessy, President

Dated: 5/22/2001

By:
Bernardo de Alvarenga, Secretary