

P34962

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations *

SUBJECT: Arai Helmet, Ltd., Inc.
(Name of Corporation)

DOCUMENT NUMBER: P34962

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

pam clifton
(Name of Contact Person)

KINSEY, VINCENT, PYLE, LC
(Firm/Company)

150 South Palmetto Avenue, Box A'
(Address)

Daytona Beach, Florida 32114
(City/State and Zip Code)

For further information concerning this matter, please call:

pam clifton at (386) 252-1561
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

P34962

(Document number of corporation (if known))

1. ARAI HELMET, LTD., INC.
(Name of corporation as it appears on the records of the Department of State)
2. NEW JERSEY 3. 08-06-91
(Incorporated under laws of) (Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE 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? SEPTEMBER 7, 2001

5. ARAI HELMET AMERICAS, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

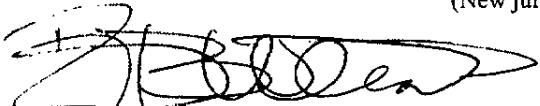
N/A

(New duration)

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

N/A

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ROGER B. WESTON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ARAI HELMET AMERICAS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of amendment
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

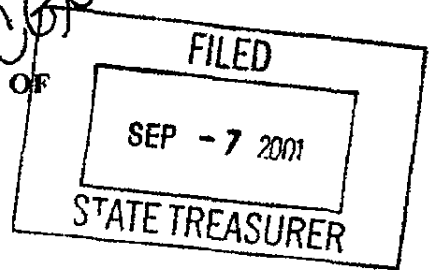


*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of January, 2006*

A handwritten signature in black ink, appearing to read "Charles Chianese". The signature is written in a cursive style.

*Charles Chianese
Acting State Treasurer*

CERTIFICATE OF AMENDMENT TO THE
AMENDED CERTIFICATE OF INCORPORATION OF
ARAI HELMET, LTD.



TO: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A: 9-2(4) of New Jersey Statutes Annotated, the undersigned corporation executes the following Certificate of Amendment to its Amended Certificate of Incorporation:

1. The name of the corporation is Arai Helmet, Ltd.
2. The following amendments to the Amended Certificate of Incorporation were approved by the unanimous written consent of the shareholders and sole director in lieu of a special meeting of the corporation on the 9 day of August, 2001.

Resolved, that Article 1 of the Amended Certificate of Incorporation be amended to read as follows:

1. The name of this corporation is Arai Helmet Americas, Inc.

IN WITNESS WHEREOF, Arai Helmet Ltd., has caused these presents to be signed by its President, attested by the Secretary, and its corporate seal to be affixed thereto this 9TH day of August, 2001.

ARAI HELMET, LTD.

BY:



ROGER B. WESTON, President

ATTEST:



ROGER B. WESTON, Secretary

STATE OF SM ~~NEW~~ ^{Florida} JERSEY :

SS:

COUNTY OF Volusia :

BE IT REMEMBERED, that on this 9TH day of August, 2001, before me the subscriber, a Notary Public, personally appeared Roger B. Weston, President and Secretary of Arai Helmet, Ltd. the corporation named in and which executed the foregoing certificate of amendment to the amended


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certificate of incorporation of Arai Helmet, Ltd., who, being by me duly sworn, according to law, does depose and say and makes proof to my satisfaction that he is the President and Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well know to him; and it is affixed by order of said corporation; that as such President he did sign said Certificate and affix said seal thereto and delivered said Certificate as the voluntary act and deed of said corporation.

Personally known to me

Subscribed and Sworn to before
me this 9 day of August, 2001



Notary Public

