

823136



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 592900 4341957

AUTHORIZATION : Patricia Hight

COST LIMIT : \$ 35.00

ORDER DATE : February 17, 2000

ORDER TIME : 1:06 PM

200003172622--5

ORDER NO. : 592900-025

CUSTOMER NO: 4341957

CUSTOMER: Ms. Lorraine Hennessey
Rolls-royce North America Inc.
11911 Freedom Drive
Suite #600
Reston, VA 20190

FOREIGN FILINGS

NAME: ROLLS-ROYCE NORTH AMERICA
INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 16 PM 1:39

RECEIVED

00 MAR 16 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NIC Amend

Tamara gave
OK to correct
info in #4 -

S. PAYNE MAR 16 2000

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)

1. Rolls-Royce North America Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. July 29, 1969
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? December 17, 1999
5. Rolls-Royce North America Holdings 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.
- no change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- no change
New Jurisdiction

M/S Sullivan
Signature

3/1/00
Date

Mary Sullivan
Typed or printed name

Secretary
Title

FILED
00 MAR 16 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROLLS-ROYCE NORTH AMERICA INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROLLS-ROYCE NORTH AMERICA HOLDINGS INC.", THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0286472

DATE: 02-29-00