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**Apr 29 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 825191 (0)

1. Corporation Name
ROLLS-ROYCE MOTORS CARS INC.



Principal Place of Business
**140 EAST RIDGEWOOD AVENUE
PO BOX 476
PARAMUS N 07652
US**

Mailing Address
**140 EAST RIDGEWOOD AVE
PO BOX 476
PARAMUS N 07652-3915
US**

3. Date Incorporated or Qualified 10/13/1970	3a. Date of Last Report 04/16/1996
4. FEI Number 13-5660016	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 140 EAST Ridgewood Ave Suite, Apt. #, etc.	26 140 EAST Ridgewood Ave Suite, Apt. #, etc.
22 PARAMUS N.J 07652 City & State	27 PARAMUS N.J City & State
23 Zip 07652 Country	28 Zip 07652 Country

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City
		85 Zip Code	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOODWARK, CHRISTOPHER J	1.2 NAME	
STREET ADDRESS	140 EAST RIDGEWOOD AVENUE	1.3 STREET ADDRESS	
CITY- ST- ZIP	PARAMUS NJ	1.4 CITY- ST- ZIP	
TITLE	T <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LARSEN, MARK	2.2 NAME	
STREET ADDRESS	140 EAST RIDGEWOOD AVE.	2.3 STREET ADDRESS	
CITY- ST- ZIP	PARAMUS NJ	2.4 CITY- ST- ZIP	
TITLE	SO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENNEDY, WILLIAM P.	3.2 NAME	
STREET ADDRESS	140 EAST RIDGEWOOD AVE.	3.3 STREET ADDRESS	
CITY- ST- ZIP	PARAMUS NJ	3.4 CITY- ST- ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHAREN, ROBERT R.	4.2 NAME	
STREET ADDRESS	140 EAST RIDGEWOOD AVE.	4.3 STREET ADDRESS	
CITY- ST- ZIP	PARAMUS NJ	4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **MARK LARSEN** 4/11/97 201-967-9100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)