

825191

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-03/28/00--01041--006
*****35.00 *****35.00

CORPORATION(S) NAME

	<i>Name</i>
	<i>Change</i>
	<i>Amend</i>
Rolls-Royce Motor Cars Inc.	
Changing to: Rolls-Royce and Bentley Motor Cars Inc.	

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

00 MAR 28 PM 4:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Availability 3/28/00
Document
Examiner AKR
Updater AKR
Verifier
Acknowledgement
W.P. Verifier

03/27/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 28 AM 10:40

RECEIVED

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 MAR 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Rolls-Royce Motor Cars Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: October 13, 1970

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 14, 1999

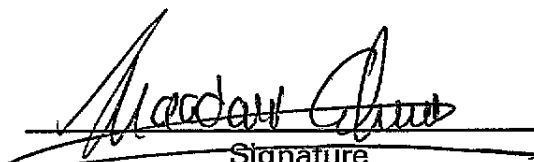
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Rolls-Royce and Bentley Motor Cars Inc.

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

No Change

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


Signature
Name and Title
Alasdair Stewart, CEO and Secretary

20th February, 2000
Date

State of Delaware

PAGE 1

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 MOTOR CARS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROLLS-ROYCE AND BENTLEY MOTOR CARS INC.", THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 2 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0512407 8320

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AUTHENTICATION: 0331602

DATE: 03-22-00