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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

03 JUL -2 PM 3:21

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
ROLLS-ROYCE AND BENTLEY MOTOR CARS INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

- 1. Rolls-Royce and Bentley Motor Cars Inc.
(Name of corporation as it appears on the records of the Department of State)
- 2. Delaware
(Incorporated under laws of)
- 3. 10/13/70
(Date authorized to do business in Florida)

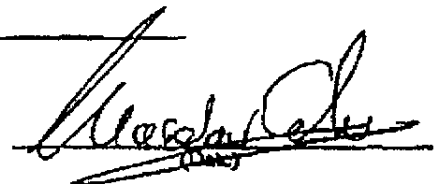
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 10, 2002
- 5. Bentley Motors, 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.

(New duration)
- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)


(Date)

Alasdair Stewart
(Typed or printed name)

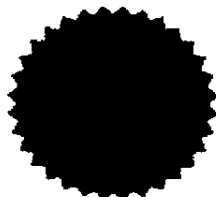
CEO and Secretary
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROLLS-ROYCE AND BENTLEY MOTOR CARS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BENTLEY MOTORS, INC.", THE TENTH DAY OF SEPTEMBER, A.D. 2002, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0512407 8320

AUTHENTICATION: 2502867

030430106

DATE: 06-30-03