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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Honda Performance Development, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Honda Performance Development, Inc.

(Enter name of corporation, must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. California 3. 95-4406387
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/21/1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 24900 Avenue Stanford, Santa Clarita, CA 91355-1272
(Principal office address)

same
(Current mailing address)

8. See Attachment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: Cindy KEE

(Registered agent's signature)

CINDY KEE
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

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CT CORPORATION

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

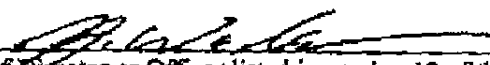
Address: _____

Vice Chairman: _____

Address: _____

Director: Yasuhiro WadaAddress: 24900 Avenue StanfordSanta Clarita, CA 91355-1272Director: Hiroshi MatsumotoAddress: 24900 Avenue StanfordSanta Clarita, CA 91355-1272**B. OFFICERS SEE ATTACHMENT**President: Yasuhiro WadaAddress: 24900 Avenue StanfordSanta Clarita, CA 91355-1272Vice President: Robert S. ClarkeAddress: 24900 Avenue StanfordSanta Clarita, CA 91355-1272Secretary: Hiroshi MatsumotoAddress: 24900 Avenue Stanford Santa Clarita, CA 91355-1272Treasurer: Llewellyn J. King, Jr.Address: 24900 Avenue Stanford Santa Clarita, CA 91355-1272

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Yasuhiro Wada, President
(Typed or printed name and capacity of person signing application)FILED
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Attachment to Florida

Purpose Clause

Sale and lease of racing engines and related parts. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Officers & Directors

-
- | | | |
|----|-------------------|------------------------|
| 1. | Full Name: | Yasuhiro Wada |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Director's Title: | Other Director |
| | Business Address: | 24900 Avenue Stanford |
| | City: | Santa Clarita |
| | State: | CA |
| | ZIP Code: | 91355-1272 |
| 2. | Full Name: | Robert S. Clarke |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President |
| | Business Address: | 24900 Avenue Stanford |
| | City: | Santa Clarita |
| | State: | CA |
| | ZIP Code: | 91355-1272 |
| 3. | Full Name: | Hiroshi Matsumoto |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Secretary |
| | Director's Title: | Other Director |
| | Business Address: | 24900 Avenue Stanford |
| | City: | Santa Clarita |
| | State: | CA |
| | ZIP Code: | 91355-1272 |
| 4. | Full Name: | Llewellyn J. King, Jr. |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Treasurer |
| | Director's Title: | Other Director |
| | Business Address: | 24900 Avenue Stanford |
| | City: | Santa Clarita |
| | State: | CA |
| | ZIP Code: | 91355-1272 |
| 5. | Full Name: | Thomas Elliott |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Director's Title: | Other Director |
| | Business Address: | 24900 Avenue Stanford |
| | City: | Santa Clarita |

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TALLAHASSEE, FLORIDA

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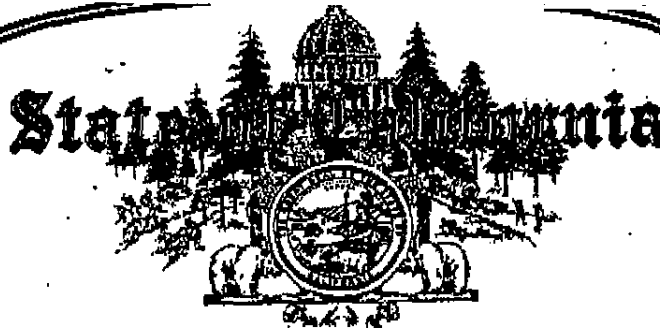
CT CORPORATION

P.05/06

State:
ZIP Code:

CA
91355-1272

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**SECRETARY OF STATE****CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 21ST day of DECEMBER, 1992, HONDA PERFORMANCE DEVELOPMENT, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of September 16, 2004.

Kevin Shelley
KEVIN SHELLEY
Secretary of State