

F93000000484

Florida Department of State
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To:
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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REGISTERED AGENT CHANGE

VOLVO PENTA OF THE AMERICAS, INC.

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DIVISION OF CORPORATIONS

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Handwritten signature and date: 6-26-07

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Volvo Penta of the Americas, Inc.
2. The principal office address: _____
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 02/03/1993 Document number: F93000000484
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301 US

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer or director)

Anusha Putty Attorney in fact
(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: C T Corporation System
[Signature]
(Signature of Registered Agent)

6/26/07
(Date)

If signing on behalf of an entity:

CONNIE STEVANS
SPECIAL ASSISTANT
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Marcia M. Kull, the Authorized Officer of Volvo Penta of the Americas, Inc. ("the Company"), a corporation organized under the laws of Delaware, does hereby appoint Anusha Putty and Judith Argao as attorney-in-fact for the Company for the limited purposes authorized herein.

The Company and its subsidiary entities listed within the attached Schedule A, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and any affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation System (or affiliated entity).

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18th day of June, 2007.

M. Kull
Marcia M. Kull
Vice President, (Authorized Officer) of Volvo Penta of the Americas, Inc.

COMMONWEALTH OF VIRGINIA)
CITY OF Chesapeake) SS:

The foregoing instrument was acknowledged before me this 18th day of June, 2007, by Marcia M. Kull, as Vice President and General Counsel on behalf of Volvo Penta of the Americas, Inc., a Corporation, such individual is personally known to me.

Sign Name: Ronda J. Lacher

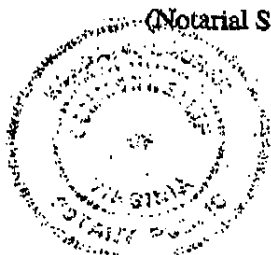
Print Name: Ronda J. Lacher

Notary Public

Serial No. (none if blank): _____

My Commission Expires: August 31, 2007

(Notarial Seal)



Schedule A

Volvo Penta Marine Products, LLC - a Delaware Company
Volvo Penta of the Americas, Inc. - a Delaware Company
VP Properties, L.L.C. - an Alabama Company
VP Properties, LLC - a California Company
VP Properties, L.L.C. - a Colorado Company
VP Properties, L.L.C. - a Delaware Company
VP Properties, LLC - a Georgia Company
VP Properties, L.L.C. - a Louisiana Company
VP Properties LLC - a Minnesota Company
VP Properties LLC - a New Jersey Company
VP Properties, LLC - a Missouri Company
VP Properties, LLC - a New York Company
VP Properties, LLC - an Oregon Company
VP Properties, LLC - a South Carolina Company
VP Properties, LLC - a Wisconsin Company