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AJR 4/26/04



ACCOUNT NO. : 072100000032

REFERENCE : 580714 4349059

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AUTHORIZATION

ORDER DATE: April 20, 2004

ORDER TIME: 10:58 AM

ORDER NO. : 580714-010

CUSTOMER NO: 4349059

CUSTOMER: Kim Desousa, Legal Assistant

Textron Financial Corporation

12th Floor

40 Westminster Street Providence, RI 02903

FOREIGN FILINGS

NAME: KENILWORTH, INC.

XX____ PROFIT XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER:

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) (Document number of corporation (if known)) THE STATE OF THE			
(Name of corporation as it appears on the records of the Department of State)			
2. DELAWARE 3. MARCH 24 1995 (Incorporated under laws of) (Date authorized to do business in Florida)			
(Incorporated under laws of) (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? November 8, 2002			
5. KW INVESTMENTS 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)			
KW- South Beach Investments Inc. (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)			
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 a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) William J. CLEGG SECRETARY			
(Typed or printed name of person signing) (Title of person signing)			

PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KENILWORTH, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "KW INVESTMENTS, INC.", THE EIGHTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Darriet Smith Windson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3063807

DATE: 04-21-04

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