

P04473



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1998

CAGIVA NORTH AMERICA, INC.
237 W. PARKWAY
POMPTON PLAINS, NJ 07444 US

SUBJECT: CAGIVA NORTH AMERICA, INC.
Ref. Number: P04473

400002470454--2
-03/27/98--01016--010
*****35.00 *****35.00

Please be advised, we have received your document for the above corporation; however, the document has not been filed and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORT SECTION

Letter number: 998A00005946

/ls

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 20 PM 3:09

Verified
good standing
in home state
(58)

NIC Amend
Sp 3/24/98
CORAPNC

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)

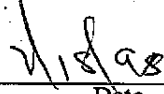
FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 20 PM 3:09

1. Cagiva North America, Inc
Name of corporation as it appears on the records of the Department of State.
2. California 3. 12/26/84
Incorporated under laws of Date authorized to do business in Florida

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

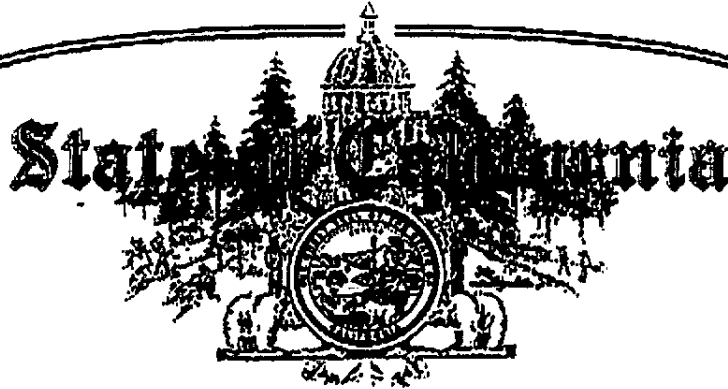
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Yes 1/8/97
5. Ducati North America, Inc
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature


Date

Michael McMahon
Typed or printed name

Controller
Title



SECRETARY OF STATE

CORPORATION DIVISION

RE: CAGIVA NORTH AMERICA name changed to: DUCATI
NORTH AMERICA, INC.

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports
to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 23 1997



Bill Jones

Secretary of State

A486234

FILED

In the office of the Secretary of State
of the State of California

1161000

JAN - 8 1997

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATIONBill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of Cagiva North America, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"ARTICLE I. Name of Corporation. The name of this corporation shall be:

DUCATI NORTH AMERICA, INC."

3. Article VI of the Articles of Incorporation of this corporation is amended by deleting such Article in its entirety.
4. The foregoing amendments to the Articles of Incorporation have been duly approved by the board of directors.
5. The foregoing amendments to the Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding common shares of the corporation is 9,500. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 11/12/96

Federico Minoli
Federico Minoli, President

Abel Halpern, Secretary