

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1663911

The Registrar of Companies for England and Wales hereby certifies that
ROVER INVESTMENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BMW (UK) INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 14th October 2002



C01663911D

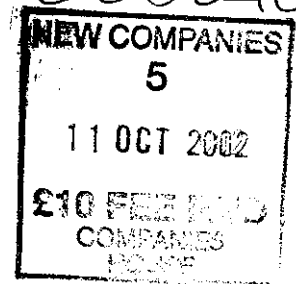


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



Rover Investments Limited

Company No:
1663911

Passed:
1 October 2002

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Ellesfield Avenue, Bracknell, Berkshire, RG12 8TA, England on Tuesday 1 October 2002 at 10.00am the following Resolution was duly passed as a Special Resolution.

Special Resolution

"That the name of the Company be changed to BMW (UK) Investments Limited."

G. Woolley
Chairman

11/10/02
Date

I HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL.	
DATE	<i>11/10/02</i>
<i>Gillian M Woolley</i> SOLICITOR	

