

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1760288

The Registrar of Companies for England and Wales hereby certifies that
MERCEDES-BENZ HIGH PERFORMANCE ENGINES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MERCEDES-BENZ HIGHPERFORMANCEENGINES LIMITED

Given at Companies House, Cardiff, the 20th July 2005



C01760288J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



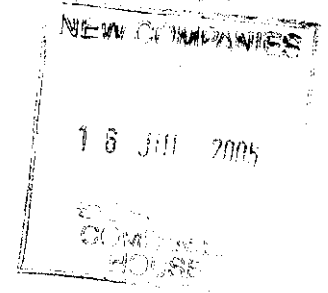
Companies House
— for the record —

HC006B

203000/10

Company number: 1760288

RJS M



THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

MERCEDES-BENZ

HIGH PERFORMANCE ENGINES LIMITED

Made pursuant to Section 381A Companies Act 1985

Dated: July 12, 2005

WE, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, AGREE AND RESOLVE THAT:

1. The name of the Company be changed to "Mercedes-Benz HighPerformanceEngines Limited".

Name of Shareholder

Signature

Penske Racing of Delaware

.....
Duly authorised

Mario Illien

Elizabeth Morgan

Daimler Chrysler UK Holding plc

.....
Duly authorised



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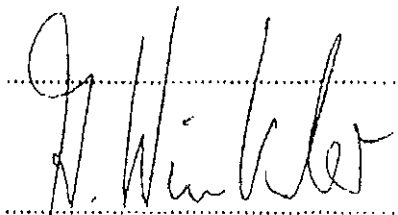
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Secretary

Mario Illien

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Elizabeth Morgan

.....

Daimler Chrysler UK Holding plc

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Duly authorised