

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2597360

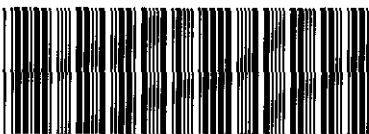
The Registrar of Companies for England and Wales hereby certifies that
ROVER GROUP TRUSTEES LIMITED

having by special resolution changed its name, is now incorporated

under the name of

BMW (UK) TRUSTEES LIMITED

Given at Companies House, Cardiff, the 1st July 2002



C025973600



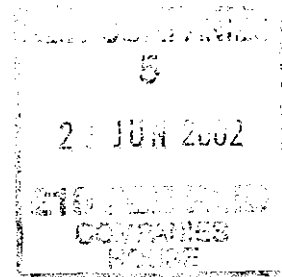
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

700945.



NO. 2597360

SPECIAL RESOLUTION OF ROVER GROUP TRUSTEES LIMITED

At a reconvened Extraordinary General Meeting of the above mentioned Company held at BMW (UK) Pensions Services, Redditch, on 24 June 2002 the following resolution was duly passed as a Special Resolution:

Resolution

That the name of the Company be changed to BMW (UK) Trustees Limited with effect from 1 July 2002.


Secretary

Dated this Twenty Fourth day of June 2002

