

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF

ROLLS-ROYCE NORTH AMERICA HOLDINGS INC
File number C 133518

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: April 19, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

SECRETARY OF STATE
APR 19 1 48 PM '00

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is ROLLS-ROYCE NORTH AMERICA HOLDINGS INC.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of DELAWARE
- Its date of incorporation is JUNE 12, 1968
- The address of its principal office is 11911 FREEDOM DRIVE, SUITE 600
RESTON, VA 20190
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 1401 Shoreline Drive, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 4/17/00
ROLLS-ROYCE NORTH AMERICA HOLDINGS INC.
 (Corporation name)

By M. Sullivan
ASST. SECRETARY
 Its MARY SULLIVAN, SECRETARY
 (specify capacity of signer)

Customer Acct # : _____
 (if using pre-paid account)

IDAHO SECRETARY OF STATE
 04/19/2000 09:00
 CK: 28335 CT: 47921 BH: 318492
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

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ROLLS-ROYCE NORTH AMERICA HOLDINGS INC.

DIRECTORS:

James M. Guyette, Chairman
Admiral Riley D. Mixson
General Ronald R. Fogleman
General Ray Franklin
S. Michael Hudson
Paul Heiden
William T. Powers

OFFICERS:

James M. Guyette, President and Chief Executive Officer
S. Michael Hudson, Vice Chairman
Thomas P. Dale, V.P. – General Counsel and Secretary
William T. Powers, Executive V.P. Finance and Treasurer
David Evans, V.P. – Security
Paula Reynolds, Export Control Officer
Richard J. Addi, Director – Taxation
Mary S. Sullivan, Assistant Secretary

Address for all officers is: 11911 Freedom Drive, Suite 600, Reston VA 20190

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROLLS-ROYCE NORTH AMERICA INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROLLS-ROYCE NORTH AMERICA HOLDINGS INC.", THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0286473

DATE: 02-29-00