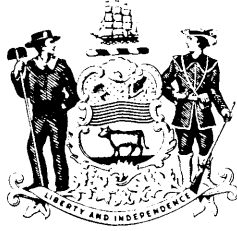
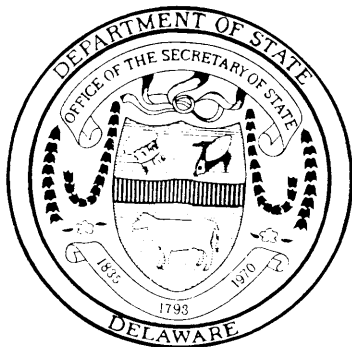


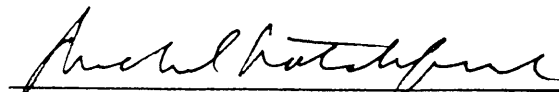
State of Delaware




Office of Secretary of State

I, MICHAEL RATCHFORD, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Incorporation, of "JAGUAR CLUBS OF NORTH AMERICA, INC.", as received and filed in this office the sixteenth day of January, A.D. 1958, at 9 o'clock A.M.





Michael Ratchford, Secretary of State

AUTHENTICATION: 

DATE: 09/05/1992

CERTIFICATE OF INCORPORATION
OF
JAGUAR CLUBS OF NORTH AMERICA, INC.

FIRST: The name of the corporation is Jaguar Clubs of North America, Inc.

SECOND: The respective names of the county and of the city within the county in which the principal office of the corporation is to be located in the State of Delaware are the County of Kent and the City of Dover. The name of the resident agent of the corporation is The Prentice-Hall Corporation System, Inc. The street and number of said principal office and the address by street and number of said resident agent is 229 South State Street, Dover, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To promote, foster and encourage a spirit of mutual interest and assistance among owners of Jaguar automobiles; to assist in and to aid the formation of clubs, groups or associations of Jaguar owners and to charter or otherwise enter into agreements with the same with respect to their affiliation with and recognition by this corporation; to affiliate and exchange recognition with other corporations, associations or groups in other countries having similar objects and purposes; to promote, produce, present and regulate events, exhibitions and group activities in furtherance of the interests and purposes of the corporation and of its members.

To provide a means for the exchange of information relating to automobiles in general and to Jaguar automobiles in particular, and to encourage an improved understanding of the operation of automobiles; to promote better driving standards and to encourage careful driving on the public highways; to promote public interest in motoring and motor sports; to develop road safety, and to encourage an improved understanding of traffic laws; to render technical advice and assistance to its members and affiliated groups.

To prepare and disseminate periodicals, bulletins and other literature of interest to its members.

To prepare and furnish to its members, and to members of affiliated groups or clubs, a badge or other insigne of membership.

For its corporate purposes, to buy, sell, lease, own and operate all real and personal property including motor vehicles and other equipment, accessories, furnishings, and supplies, necessary, useful and convenient in operating and conducting a social club, and recreational and entertainment centers, establishments, site and facilities for the benefit of and in behalf of its members and their guests, licensees and invitees.

To make and adopt a constitution and by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government, and for the establishing of one or more classes of membership, and for the collection of fees and dues, for the election and appointment of its directors and other officers and the definition of their duties, and for the safekeeping and protection of its property and funds, and in general to regulate, manage and preserve its property and interests, and from time to time alter, repeal, rescind or vary such constitution, by by-laws, rules and regulations, or any of them.

To take and hold by bequest, devise, gift, purchase, lease or otherwise any property, real or personal, insofar as the same is permitted by the laws of the State of Delaware, and to convey, sell or dispose of such property, and to invest and re-invest the principal and deal with and expand the income therefrom in such manner as may be permitted by law and as in the judgment of the directors, will best promote the objects for which the corporation is organized.

To do all and everything, including the making and carrying out of any contracts, necessary, suitable and proper for the accomplishment of any of the purposes and objects, or the furtherance of any powers above set forth, and to do every other act or acts, thing or things, incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same is permitted by the laws of the State of Delaware.

The objects and purposes for which this corporation is formed are to be promoted, transacted and carried on without pecuniary profit, and no part of the net earnings thereof shall inure to the benefit of any private individual.

FOURTH: The corporation shall not have authority to issue capital stock. The conditions and qualifications for membership in the corporation shall be provided for in the by-laws of the corporation.

FIFTH: The names and the places of residence of each of the incorporators of the corporation are as follows:

<u>Names</u>	<u>Residences</u>
Everett T. Martin	264-42 Langston Avenue Glen Oaks, Long Island New York
John R. Schoemer, Jr.	551 Riverside Drive North Tarrytown, New York
Bronson B. T. Eden	41 Shore Drive Plandome, New York

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the incorporators, members, directors and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated exclusively to carry out the objects and purposes for which the corporation is formed.

NINTH: The incorporators shall elect the first board of directors, in whom shall be vested the management of the business and the affairs of the corporation, except as may be otherwise provided in this Certificate of Incorporation or the by-laws. The number of directors of the corporation, which shall never be less than three, shall be prescribed by the by-laws. The qualifications of the directors, together with their terms of office, election, removal, change in number, filling of vacancies and of newly created directorships, powers, duties and liabilities shall, except as may otherwise be provided for in this Certificate of Incorporation or by the laws of the State of Delaware be prescribed by the by-laws.

TENTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized.

(1) To make, alter, or repeal any by-law of the corporation, but only by the vote of a majority of all the directors then in office.

(2) To take any action required or permitted to be taken at an meeting of the board of directors or any committee thereof without a meeting if prior to such action a written consent thereto is signed by all members of the board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the board or of the committee.

(3) To designate, by a resolution or resolutions passed by a majority of the whole membership of the board, two or more of its number, to constitute a committee or committees, with such name or names as may be stated in the by-laws or as may be determined from time to time by resolution of the board of directors, which committee or committees, to the extent provided in such resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

(4) To exercise, in addition to the powers and authorities hereinbefore or by the laws of the State of Delaware expressly conferred upon it, all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of Delaware and this Certificate of Incorporation.

ELEVENTH: The corporation may, at any meeting of its board of directors, and as further required by law, authorize the sale, lease or exchange of all of the property and assets of the corporation, or any substantial part thereof, upon such terms and conditions and for such consideration as it may be deemed expedient and for the best interests of the corporation and for carryng out the objects and purposes for which the corporation is formed.

TWELFTH: The corporation may by its by-laws confer upon the directors and officers additional powers and authorities not inconsistent with this Certificate of Incorporation or the laws of the State of Delaware.

THIRTEENTH: Any person may be paid such compensation for services rendered the corporation in his or her capacity as director, officer, employee, or otherwise, as the board of directors shall from time to time deem reasonable; and any person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such person for or on account of the corporation or in connection with the management and conduct of its affairs. The provisions in this article shall not be deemed to exclude any right of any member, director, officer, or employee to indemnification as granted by section 122 of the General Corporation Law of Delaware, and as provided in the by-laws of the corporation.

FOURTEENTH: Nothing in this Certificate of Incorporation contained shall be construed to prevent a distribution from the properties of the corporation, or a purchase by the corporation of any property, otherwise properly made in accordance with the provisions and purposes hereof, by reason of the fact that one or more of the members, directors or officers of the corporation may be connected or associated with the distributee or seller as shareholder, member, director, officer, or in any other capacity or that the seller may be a member, director or officer of the corporation or be the personal representative thereof.

FIFTEENTH: The corporation reserves the right to amend, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by the laws of the State of Delaware, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred on directors and members of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Everett T. Martin

John R. Schoemer, Jr.

Bronson B. T. Eden

