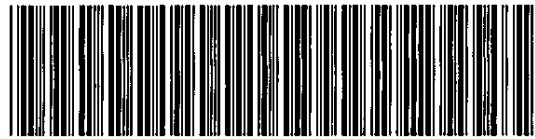


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 864708 5155750
AUTHORIZATION :
COST LIMIT : \$ 25.00

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ORDER DATE : April 23, 2007
ORDER TIME : 12:58 PM
ORDER NO. : 864708-005
CUSTOMER NO: 5155750

FOREIGN FILINGS

NAME: ALVAREZ & MARSAL, LLC

CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT#2933

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Alvarez & Marsal, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 3, 2006

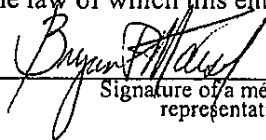
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? April 18, 2007
5. New name of the limited liability company: Alvarez & Marsal North America, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Bryan P. Marsal, Manager

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

PAGE 1

The First State

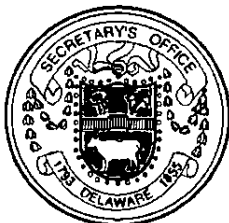
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ALVAREZ & MARSAL NORTH AMERICA COMMERCIAL RESTRUCTURING SERVICES, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ALVAREZ & MARSAL NORTH AMERICA, LLC", THE NINETEENTH DAY OF APRIL, A.D. 2007, AT 7:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALVAREZ & MARSAL NORTH AMERICA COMMERCIAL RESTRUCTURING SERVICES, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3675831 8320
070470336



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5618528

DATE: 04-24-07