

F00000004040

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

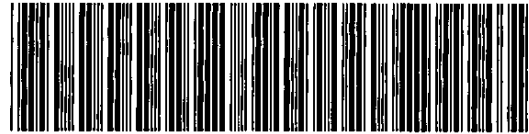
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/17/06--01048--013 **35.00

*NC
Lewis*

FILED
06 SEP 11 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2006

ANGELA CAMPOS-NUSSBERG
ACERGY US INC.
10787 CLAY ROAD
HOUSTON, TX 77041

SUBJECT: STOLT OFFSHORE INC
Ref. Number: F00000004040

We have received your document for STOLT OFFSHORE INC and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The wrong form was submitted. The form you submitted is for a profit corporation. This corporation was originally filed as a foreign corporation.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 006A00047023

RECEIVED
06 SEP 11 AM 8:00
DIVISION OF CORPORATIONS

Acergy US Inc.
10787 Clay Road
Houston TX 77041
USA

T: + 1 (713) 430 1100 F: + 1 (713) 830 3849
www.acergy-group.com



Our Ref : 65129731-Third-LE-2006-HOU-0256
Sent via Federal Express Tracking Number: 7911 1289 6064

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

07.Sep.2006

Stolt Offshore Inc. - Document Number F00000004040
Subject : Corrected Name Change Amendment for Florida

Enclosed please find the correct Name Change Amendment Form per your letter dated July 25, 2006 along with a certified copy of the Name Change Amendment filed with the Louisiana Secretary of State evidencing our change of name from Stolt Offshore Inc. to Acergy US Inc.

Please contact me at 713-430-1212 if you have any questions.

Yours sincerely,
For and on behalf of ACERGY US INC.



Angela Campos-Nussberger
Legal and Insurance Administrator, Legal

Encs.

Registered Office
322 Heymann Blvd Suite B, Lafayette, Louisiana 70503, USA
Registered in USA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stolt Offshore Inc.
(Name of Corporation)

DOCUMENT NUMBER: F00000004040

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angela Campos-Nussberger
(Name of Contact Person)

Acergy US Inc.
(Firm/Company)

10787 Clay Road
(Address)

HOuston TX 77041
(City/State and Zip Code)

For further information concerning this matter, please call:

Angela Campos-Nussberger at (713) 430-1212
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Note: this is a correction to a previous filing.
the filing fee was sent with original filing.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000004040

(Document number of corporation (if known))

06 SEP 11 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Stolt Offshore Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Louisiana 3. July 14, 2000
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 1, 2006

5. Acergy US Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Linda Thomas

(Typed or printed name of person signing)

Director

(Title of person signing)

UNITED STATES OF AMERICA
State of Louisiana
Al Ater
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed and following is a True and Correct copy of the Amendment as shown by comparison with document filed and recorded in this Office on February 01, 2006.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,
August 29, 2006

Al Ater
RRO 33500080D

Secretary of State



ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
STOLT OFFSHORE INC.

Pursuant to Section 32 of the Louisiana Business Corporation Law, Stolt Offshore Inc., a Louisiana corporation (the "Corporation"), through its undersigned Vice-President and Secretary and by authority of its Board of Directors, does hereby execute these Articles of Amendment to its Articles of Incorporation and does hereby certify as follows:

FIRST: On, January 26, 2006, the Board of Directors of the Corporation by unanimous written consent in lieu of special meeting adopted the following resolution.

ARTICLE 1

The name of the corporation is Acergy US Inc.

SECOND: That said amendment has been consented to and authorized by the sole shareholder of the corporation in accordance with the provisions of §31 of the Louisiana Business Corporation Law.

THIRD: That said amendment has been consented and duly adopted with the provisions of §32 of the Louisiana Business Corporation Law.

FOURTH: That this Articles of Amendment to the Articles of Incorporation of Stolt Offshore Inc. shall be effective February 1, 2006 and upon filing with the Secretary of State of the State of Louisiana.

These Articles of Amendment are dated January 26, 2006.

STOLT OFFSHORE INC..

By: *Alex Baume*
Alex Baume, Vice-President

By: *Linda Thomas*
Linda Thomas, Secretary

ACKNOWLEDGEMENT

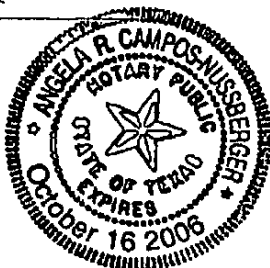
STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, personally came and appeared, Alex Baume and Linda Thomas, Vice-President and Secretary, respectively, of Stolt Offshore Inc. and the persons who executed the foregoing instrument in such capacities, and who, having been duly sworn, acknowledged and declared in my presence and in the presence of the undersigned witnesses, that they were authorized to, and did execute the foregoing instrument in such capacities for and on behalf of Stolt Offshore Inc., as its and their free act and deed for the purposes mentioned therein.

IN WITNESS WHEREOF, the appearers, witnesses and I have hereunto affixed our hands this 26th day of January, 2006.

WITNESSES:

Shea Beaudin
Jan E Cox



Alex Baume
Alex Baume
Linda Thomas
Linda Thomas
[Signature]
Notary Public in and for the
STATE OF TEXAS