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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 383467 5155750  
AUTHORIZATION : *Patricia Pizute*  
COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : May 20, 2005  
ORDER TIME : 9:28 AM  
ORDER NO. : 383467-015  
CUSTOMER NO: 5155750  
CUSTOMER: Carol Fallacaro  
Alvarez & Marsal, Inc.  
6th Floor  
600 Lexington Avenue  
New York, NY 10022

FOREIGN FILINGS

NAME: ALVAREZ & MARSAL DISPUTE  
ANALYSIS AND FORENSIC  
SERVICES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX          PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

- 1. Alvarez & Marsal Dispute Analysis and Forensic Services, LLC  
(Name of Foreign Limited Liability Company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-1114092  
(FEI number, if applicable)
- 4. October 27, 2003  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 600 Lexington Avenue, New York, NY 10022  
(Street Address of Principal Office)

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8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

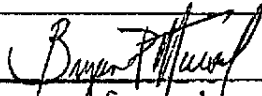
Antonio C. Alvarez II -- 600 Lexington Ave, 6th Fl., New York, NY 10022

Bryan P. Marsal -- 600 Lexington Ave, 6th Fl., New York, NY 10022

William Abington -- 700 Louisiana Street, Suite 900, Houston, TX 77002

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Provide  
Consulting Services

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
BRYAN P. MARSAL, MANAGER  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Alvarez & Marsal Dispute Analysis and Forensic Services, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

By: 

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

# Delaware

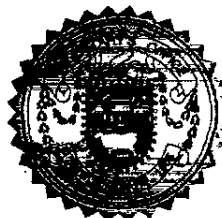
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALVAREZ & MARSAL DISPUTE ANALYSIS AND FORENSIC SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MAY, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALVAREZ & MARSAL DISPUTE ANALYSIS AND FORENSIC SERVICES, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3894545

3720216 8300...

050417242

DATE: 05-20-05