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08 JAN -9 PM 4:20

G. MCLEOD

JAN 10 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: OXBOW CARBON AND MINERALS HOLDINGS LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

 Janice C. Patten

(Name of Person)

 Oxbow Corporation

(Firm/Company)

 1601 Forum Place
 Suite 1202

(Address)

 West Palm Beach, FL 33401

(City/State and Zip Code)

For further information concerning this matter, please call:

 Janice Patten at (561) 640-8833
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☒ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN 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: OXBOW CARBON AND MINERALS HOLDINGS LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: June 1, 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 23, 2007
5. New name of the limited liability company: OXBOW CARBON LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

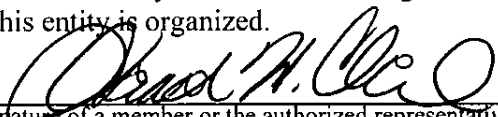
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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

David W. Clark, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$25.00

SECRET
DIVISION OF REVENUE
JAN 9 2007
PM 4:20

Delaware

PAGE 1

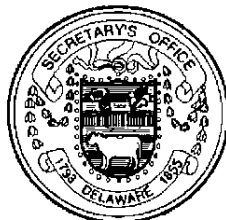
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OXBOW CARBON AND MINERALS HOLDINGS LLC", CHANGING ITS NAME FROM "OXBOW CARBON AND MINERALS HOLDINGS LLC" TO "OXBOW CARBON LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF APRIL, A.D. 2007, AT 3:32 O'CLOCK P.M.

3913191 8100

080021588

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6294032

DATE: 01-08-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 04/23/2007
FILED 03:32 PM 04/23/2007
SRV 070467111 - 3913191 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company:


OXBOW CARBON AND MINERALS HOLDINGS LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the Company is hereby amended to:

OXBOW CARBON LLC

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation as of the 23rd day of April, 2007.


Zachary Shipley, Sole Manager