

**H090000005163**

Florida Department of State  
Division of Corporations  
Public Access System

**L. SELLERS**

Electronic Filing Cover Sheet

FEB 11 2009

**Note: Please print this page and use it as a cover sheet.** Type the fax and number (shown below) on the top and bottom of all pages of the document.

**EXAMINER**

((H090000295193)))



H090000295193ABC2

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 358-6300  
Fax Number : (305) 381-9982

*We request the original file date of 02/09/09*

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**USO NORGE WHITNEY, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 02       |
| Estimated Charge      | \$160.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

FLORIDA  
TALLAHASSEE

09 FEB 09 AM 8:07

FILED

FEB-10-2009 12:13 From:  
850-617-6381

To:850 617 6381 P.2/5  
2/10/2009 8:52 PAGE 001/001 Florida Dept of State



February 10, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SHUTTS & BOWEN LLP

SUBJECT: US NORGE WHITNEY, LLC  
REF: W09000006317

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 243-6967.

Leslie Sellers  
Regulatory Specialist II

FAX Aud. #: 609000029519  
Letter Number: 609A00004629

RECEIVED  
09 FEB 10 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H09000029519 3

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

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

1. USO NORGE WHITNEY, LLC

(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-3954473

(FEI number, if applicable)

4. December 16, 2008

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 P.S. to determine penalty liability)

7. c/o ABG, 535 Madison Avenue, 17th Floor

New York, New York 10022

(Street Address of Principal Office)

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:

Paul Elliott c/o ABG, 535 Madison Avenue, 17th Floor, New York, NY 10022

Mark Lindeis c/o ABG, 535 Madison Avenue, 17th Floor, New York, NY 10022

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: \_\_\_\_\_

any lawful business, purpose or activity permitted under the Florida Limited Liability Company Act

Paul Elliott  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.40(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paul Elliott, President

Typed or printed name of signee

H09000029519 3

RECEIVED  
TALLAHASSEE, FLORIDA

09 FEB 09 AM 8:07

FILED

**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:

USO NORGE WHITNEY, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Corporation Company of Miami

(Name)

201 South Biscayne Boulevard, Suite 1500

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

Miami

FL

33131

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.*

  
(Signature)  
Cavell J. Anderson, Asst. Secretary

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

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USO NORGE WHITNEY, 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 SIXTH DAY OF FEBRUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4634480 8300

090113462

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7123584

DATE: 02-06-09