

Division of Corporations

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M08000001056

Florida Department of State
Division of Corporations
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2/2/09 3:45 PM

Electronic Filing Cover Sheet

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To:

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

From:

Account Name : NATIONAL REGISTERED AGENTS, INC.
Account Number : 120030000062
Phone : (609) 716-0300
Fax Number : (609) 716-0820

FILED
09 FEB - 2 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

FEM MITCHELL GROUP USA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

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Corporate Filing Menu

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B. KOHR

FEB - 9 2009

EXAMINER

FILED
09 FEB -2 AM 9:15
TALLAHASSEE, FLORIDA

February 3, 2009

NATIONAL REGISTERED AGENTS, INC.

SUBJECT: FEM MITCHELL GROUP USA, LLC
REF: M08000001056

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 company's new name -- "MITCHELL GROUP USA LLC" is too similar to the name of a Florida corporation -- "MITCHELL GROUP USA, INC. (Document Number P06000108296) -- that was administratively dissolved on 9/26/2008.

The Division of Corporations is required to reserve names of administratively dissolved entities for a period of 1 year, in case those entities wish to reinstate.

Unless there is some relationship between the Delaware LLC and this Florida corporation, or unless you can obtain a written release to use the name "MITCHELL GROUP USA, LLC" from the Florida corporation, the Delaware LLC will have adopt an alternate available name for use in Florida. To do this, please download and complete a WRITTEN CONSENT TO ADOPT ALTERNATE NAME form from the Foreign LLC forms on our sunbiz.org website.

Then resubmit your NAME CHANGE AMENDMENT along with the completed and signed CONSENT TO ADOPT ALTERNATE NAME form.

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) 245-6914.

BuckoKohr
Registrator, Specialist II

FAX Aud. #: R09000023903
Letter Number: 209A00003890

RECEIVED
09 FEB -6 PM 1:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(H090000239033)



FILED
09 FEB -2 AM 9:15
TALLAHASSEE, FLORIDA

To,

Whomsoever It May Concern,

I, Michel Farah, Officer of Mitchell Group USA Inc (Document number P06000108296), certify that I have no objection in regard to the use of the name of "Mitchell Group USA" by Mitchell Group USA LLC in the state of Florida.

I further state that I am sole owner of Mitchell Group USA Inc (Document number P06000108296) which was dissolved as on 09/26/2009.

Officer and Shareholder

Mitchell Group USA, Inc (Document number P06000108296)


Michel Farah

Date: 02/05/2009

Place: Miami

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

FILED
09 FEB -2 AM 9:15
STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

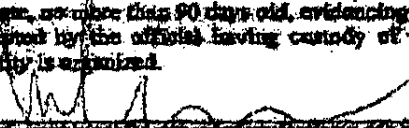
- 1. Name of limited liability company as it appears on the records of the Florida Department of State: Fern Mitchell Group USA LLC
- 2. Jurisdiction of its organization: Delaware
- 3. Date authorized to do business in Florida: 02/05/2008

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? _____
- 5. New name of the limited liability company: Mitchell Group USA LLC
Insert only "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 amendments, 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 of the authorized representative of the member
Michel Farah, Member
 Type or printed name of signor

Filing Fee \$25.00

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FEM MITCHELL GROUP USA, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MITCHELL GROUP USA LLC", THE TWENTY-NINTH DAY OF JANUARY, A.D. 2009, AT 10:41 O'CLOCK A.M.

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.

4435669 8320

090080604

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7110164

DATE: 01-30-09

(H090000239033)