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To:

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

L. SELLERS

APR 23 2009

From:

Account Name : HENDRY, STONER & BROWN, P.A.
Account Number : I20000000241
Phone : (407) 843-5880
Fax Number : (407) 425-7905

EXAMINER

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BALLANTYNE HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
BALLANTYNE HOLDINGS, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "Ballantyne Holdings, LLC."

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is: 14051 Marine Court, Orlando, Florida 32832.

ARTICLE III — Registered Agent:

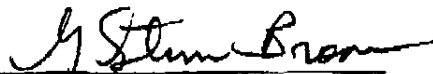
The name and the Florida street address of the initial registered agent are: Hendry, Stoner & Brown, P.A. at 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

ARTICLE IV — Management:

The Company shall be managed by one or more managers, and the name and address of the initial manager is:

Dawn C. Ballantyne
14051 Marine Court
Orlando, Florida 32832

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of April, 2009.


G. Steven Brown, Authorized
Representative of the Member

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**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 in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is Ballantyne Holdings, LLC.

(2) The name and address of the registered agent and office is Hendry, Stoner, Calandrino & Brown, P.A., 20 North Orange Avenue, Suite 600, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: April 21, 2009

Hendry, Stoner & Brown, P.A.

By: 

G. Steven Brown

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