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TALLAHASSEE, FLORIDA

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SEP 17 2009

EXAMINER

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September 15, 2009

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Application by Foreign Limited Liability Company for Authorization to Transact  
Business in Florida - Ballantyne Enterprises, LLC; Belleair Resources, LLC and  
Superior Coal Services, LLC.

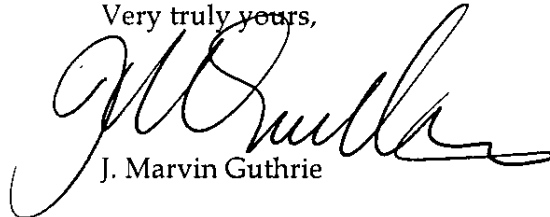
Dear Sir or Madam:

I am enclosing an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for each of the above-referenced foreign limited liability companies together with Certificate of Good Standings for each limited liability company issued by the Delaware Division of Corporations. I am also enclosing a firm check in the amount of \$390.00 to cover the filing fee, designation of resident agent fee, and for providing a certificate of status for each of the three foreign limited liability companies.

It is my understanding that the Division of Corporations will provide this office with a letter of acknowledgement for each of the limited liability companies being registered.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



J. Marvin Guthrie

JMG:scd  
Enclosures  
cc: Andrew J. Fry  
David M. Hill  
J. Thomas Clark, Esquire

**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. Ballantyne Enterprises, 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 3. 27-0714356  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 5, 2009 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 600 Cleveland Street, Suite 1100  
Clearwater, FL 33755  
(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:  
Andrew J. Fry  
600 Cleveland Street, Suite 1100  
Clearwater, FL 33755

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: all lawful purposes

Andrew J. Fry  
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.)  
Andrew J. Fry  
Typed or printed name of signer

**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:

Ballantyne Enterprises, LLC

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

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

Andrew J. Fry

(Name)

600 Cleveland Street, Suite 1100

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

Clearwater, FL 33755

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.*

Andrew J. Fry

(Signature)

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

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALLANTYNE ENTERPRISES, 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 TWENTY-SIXTH DAY OF AUGUST, A.D. 2009.

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TALLAHASSEE, FLORIDA

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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: 7496492

DATE: 08-26-09