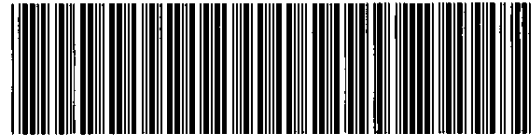


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

JUN 28 2011

EXAMINER



J. Phillip Gibbs
Direct Dial: 904-598-3132
Direct Fax: 904-562-1743
phillip.gibbs@fowlerwhite.com

June 24, 2011

Via Federal Express

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

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TALLAHASSEE, FLORIDA

Re: St. Marys Sand Company, LLC, a Delaware limited liability company

Dear Sir or Madam:

Enclosed please find for filing the following:

1. Original and a copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Original Certificate of Existence (as received from the Delaware Secretary of State)
3. Fee check of \$125 payable to the Secretary of State

Please kindly return to my attention an acknowledgment of the filing. A self-addressed stamped return envelope is enclosed for this purpose.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to be "J. Phillip Gibbs".

J. Phillip Gibbs

JPG:lmr
43381998
Enclosures

FOWLER WHITE BOGGS P.A.

TAMPA • FORT MYERS • TALLAHASSEE • JACKSONVILLE • FORT LAUDERDALE

50 NORTH LAURA STREET, SUITE 2800 • JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 598-3100 • FAX (904) 598-3131 • www.fowlerwhite.com

**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. St. Marys Sand Company, 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. 45-2420154
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 18, 2011 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. 1700 Patrick Way, Unit B
Bowling Green, KY 42104
(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:
Edward L. Baker, II
1700 Patrick Way, Unit B
Bowling Green, KY 42104

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: Sand Distributor



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

J. Phillip Gibbs

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

St. Marys Sand Company, 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:

Fowler White Boggs P.A., Attn: J. Phillip Gibbs
(Name)

50 North Laura Street, Suite 2800
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Jacksonville FL 32202
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)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$.50	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST. MARYS SAND COMPANY, 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-FIRST DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ST. MARYS SAND COMPANY, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF MAY, A.D. 2011.

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

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TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8850971

DATE: 06-21-11