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07/14/05--01032--002 **87.50

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rannoch Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Toni Wickersham
(Name of Person)
Rannoch Corporation
(Firm/Company)
5252 Cherokee Avenue, Ste. 400
(Address)
Alexandria, VA 22312
(City/State and Zip code)

For further information concerning this matter, please call:

Toni Wickersham at (703) 914-1438 x205
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 20, 2005

TONI WICKERSHAM
RANNOCH CORPORATION
5252 CHEROKEE AVENUE, STE 400
ALEXANDRIA, VA 22312

SUBJECT: RANNOCH CORPORATION
Ref. Number: W05000034675

We have received your document for RANNOCH CORPORATION and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

Please return 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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 305A00047645

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Rannoch Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 54-1596140
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 17, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5252 Cherokee Ave, Ste 400, Alexandria, VA 22312
(Principal office address)

Same
(Current mailing address)

8. To Conduct business with Florida entities.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Robert P. Blair

Office Address: 28726 Stormcloud Pass

Wesley Chapel, Florida 33543
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alexander E. Smith - Rannoch Corporation
Address: 5252 Cherokee Ave, Ste. 400
Alexandria, VA 22312

Vice Chairman: _____
Address: _____

Director: Carter Beese - Boulder Ventures
Address: 4750 Owings Mills Blvd.
Owings Mills, MD 21117

Director: Garland Castleberry
Address: 3295 Rockland Rd.
Front Royal, VA 22630

B. OFFICERS

President: Alexander E. Smith - Rannoch Corporation
Address: 5252 Cherokee Ave, Ste. 400
Alexandria, VA 22312

Vice President: Jonathan C. Baldwin - Rannoch Corporation
Address: 5252 Cherokee Ave, Ste. 400
Alexandria, VA 22312

Secretary: Jonathan C. Baldwin - Rannoch Corporation
Address: 5252 Cherokee Ave, Ste. 400, Alexandria

Treasurer: Jonathan C. Baldwin - Rannoch VA 22312
Address: 5252 Cherokee Ave, Ste 400, Alexandria, VA 223

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. J. Baldwin
(Signature of Director or Officer listed in number 12 of the application)

14. J. BALDWIN, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Additional Directors:

Jonathan Baldwin – Rannoch Corporation
5252 Cherokee Avenue, Ste 400
Alexandria, VA 22312

Jonathan Peri – Boulder Ventures
4750 Owings Mills Blvd
Owings Mills, MD 21117

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TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Rannoch Corporation, a corporation existing under the laws of DELAWARE, holds a certificate of authority to transact business in Virginia, and is in good standing.

The certificate was issued on September 10, 2004.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
July 7, 2005*

Joel H. Peck
Joel H. Peck, Clerk of the Commission