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07 JUL 17 AM 11:01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2007 JUL 17 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 986222 5052224

AUTHORIZATION :

COST LIMIT : \$ 78.75

[Handwritten signature]

ORDER DATE : July 6, 2007

ORDER TIME : 9:37 AM

ORDER NO. : 986222-015

CUSTOMER NO: 5052224

FOREIGN FILINGS

NAME: TRIPWIRE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JUL 25 AM 8:46

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 18, 2007

CSC
ATTN: HARRY B. DAVIS

SUBJECT: TRIPWIRE, INC.
Ref. Number: W07000034362

RESUBMIT
Please give original
submission date as filed date.

We have received your document for TRIPWIRE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L06000036627 - TRIPWIRE, LLC.

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) 245-6934.

Loria Poole
Document Specialist

Letter Number: 307A00045352

**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. Tripwire, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Tripwire of Delaware, Inc.

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

2. Delaware 3. 91-1826027
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 25, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 326 SW Broadway, 3rd Floor
Portland, OR 97205
(Principal office address)

326 SW Broadway, 3rd Floor, Portland, OR 97205
(Current mailing address)

8. Retail and wholesale sales of software and software downloads and associated software support and maintenance agreements. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

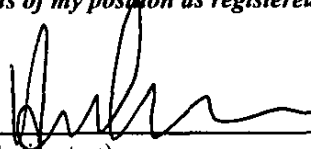
Tallahassee, Florida 32301
(City) (Zip code)

FILED
2007 JUL 17 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company

By: 

(Registered agent's Signature)

Assistant Vice President

Harry B. Davis
Asst. Vice President

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: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

(Signature of Director or Officer listed in number 12 of the application)

14.

Robert McCarthy, Secretary

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Tripwire, Inc.

List of Officers

Name: Jim Johnson **Title:** President
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Robert McCarthy **Title:** VP & CFO
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Gene Kim **Title:** Vice President
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

List of Directors

Name: Bill Lattin **Term:** Dec 31, 2008
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Jim Johnson **Term:** Dec 31, 2008
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Steve Baloff **Term:** Dec 31, 2008
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Justine Label **Term:** Dec 31, 2008
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Name: Jim Richardson **Term:** Dec 31, 2008
Bus. Addr.: 326 SW Broadway, 3rd Floor, Portland, OR 97205

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIPWIRE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRIPWIRE, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2799912 8300

070790659



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5822747

DATE: 07-09-07