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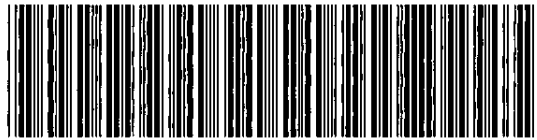
(Business Entity Name)

(Document Number)

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08 FEB -6 PM 12:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 07 2008

February 1, 2008

New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314



SUBJECT: RED BUFFALO INC.

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 corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas W. Tilert
Red Buffalo Inc.
6199 Yellow Wood Place
Sarasota FL 34241

For further information concerning this matter, please call the above named individual at 941.922.6186.

Sincerely,

Thomas W. Tilert

Thomas W. Tilert
Chief Operating Officer

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee and Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy
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Consulting with Integrity

5020 Clark Road Suite 311 Sarasota, FL 34233 • 941.922.6186 • 941.922.6548 (fax)
www.red-buffalo.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2007

THOMAS W. TILERT
RED BUFFALO INC
5020 CLARK ROAD, SUITE NUMBER 311
SARASOTA, FL 34233

SUBJECT: RED BUFFALO INC.
Ref. Number: W07000049920

We have received your document for RED BUFFALO INC. and your check(s) totaling \$87.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am sending you a new application to complete. You have two applications combined. Please complete the corporation application and make sure that you list the name of the corporation on the application and not the name of the LLC.

Please return your document, along with 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 Supervisor

Letter Number: 107A00059157

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA.*

1. RED BUFFALO INC.

(Name of Corporation; must include "INCORPORATED," "COMPANY," "CORPORATION" "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(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 of Corporation; must include "INCORPORATED," "COMPANY," "CORPORATION" "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

2. MARYLAND

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 33-1025302

(FEI number, if applicable)

4. AUGUST 23, 2002

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. AUGUST 28, 2007

(Date first transacted business in Florida, if prior to registration.) (See sections 607.1501 & 607.1502 F.S. to determine penalty liability)

7. 6199 YELLOW WOOD PLACE

SARASOTA FL 34241

(Street Address of Principal Office)

**8. Purpose of corporation authorized in home state or country to be carried out in state of Florida:
SYSTEMS ENGINEERING, SOFTWARE ENGINEERING, PROGRAM MANAGEMENT.**

9. The name and street address of Florida registered agent:

THOMAS W. TILERT, 6199 YELLOW WOOD PLACE, SARASOTA FL 34241

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.

Thomas W. Tilert

THOMAS W. TILERT

08 FEB - 6 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Consulting with Integrity

5020 Clark Road Suite 311 Sarasota, FL 34233 • 941.922.6186 • 941.922.6548 (fax)
www.red-buffalo.com

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:

B. OFFICERS

President: Thomas W. Tilert

Address:

6199 Yellow Wood Place
SARASOTA, FL 34241

Vice President: Julianne Tilert

Address:

6199 Yellow Wood Place
SARASOTA, FL 34241

Treasurer: Thomas W. Tilert

Address:

6199 Yellow Wood Place
SARASOTA, FL 34241

Secretary: Julianne Tilert

Address:

6199 Yellow Wood Place
SARASOTA, FL 34241

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

13.

Thomas W. Tilert

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

14. THOMAS W. TILERT, President

08 FEB - 6 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

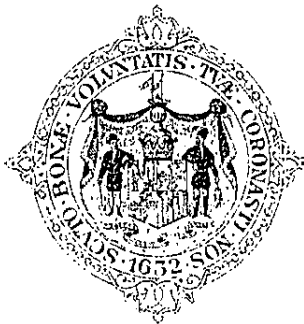
I FURTHER CERTIFY THAT RED BUFFALO INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF DELAWARE AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT INTERSTATE, INTRASTATE AND FOREIGN BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 02, 2007.



Paul B. Anderson
Charter Division

APPROVED
AND
FILED
08 FEB - 6 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097