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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

Code Red Inc.

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**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. Code Red Inc

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

Code Red Software Inc

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

2. Massachusetts

(State or country under the law of which it is incorporated)

3. 20-1823524

(FEI number, if applicable)

4. 10/29/2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

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

7. 10 Milk Street. Suite 1050. Boston. MA. 02108

(Principal office address)

10 Milk Street. Suite 1050. Boston. MA. 02108

(Current mailing address)

8. Provider of Research Management Software for financial firms

(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: **CT**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

, Florida 33324

(Zip code)

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.

Carrie Bryan

**CARRIE BRYAN
SPECIAL ASSISTANT SECRETARY**

(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.

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

A. DIRECTORS

Chairman: Timothy Gavin

Address: 47 Landseer Rd. Boston, MA 02132

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dwight Wyatt

Address: 1 Gloucester Street, #3, Boston, MA 02115

Vice President: _____

Address: _____

Secretary: Timothy Gavin

Address: 47 Landseer Rd. Boston, MA 02132

Treasurer: Timothy Gavin

Address: 47 Landseer Rd. Boston, MA 02132

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

13. Timothy Gavin

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

14. Timothy Gavin, CEO

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



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

July 10, 2008

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

CODE RED, INC.

is a domestic corporation organized on **October 29, 2004**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

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SECRETARY OF THE COMMONWEALTH