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545 Middlefield Road, Suite 250
Menlo Park, California 94025
Telephone: 650/462-8620
Facsimile: 650/462-8621
<http://www.whiteandlee.com>

Writer's Direct Dial Number
(650) 470-4004

March 11, 1998

Via U.S. Mail

Division of Corporations
State of Florida
Department of State
PO Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Application By Foreign Corporation For Authorization
To Transact Business in Florida
Applicant: Quantum3D, Inc.

Dear Sir or Madam:

Enclosed please find one originally executed State of Florida Application By Foreign Corporation to Transact Business in Florida form and a current original officially certified statement of good standing from the California Secretary of State, together with a conformed copy and the filing fee of \$70.00. Please file the original accordingly. We further ask that you file-stamp the conformed copy and return it to this office in the pre-addressed, stamped envelope provided for your convenience.

Please do not hesitate to call me directly at (650) 470-4004 if you have any questions regarding the enclosed materials.

Very truly yours,
WHITE & LEE LLP

By: Jeffrey D. Aronson
Jeffrey D. Aronson

Enclosures
cc: Quantum3D, Inc.
Mark Cameron White, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Quantum3D, Inc.
2. California
3.
4. November 8, 1994
5. perpetual
6. Upon qualification
7. 2520 Mission College Blvd., Suite 202 Santa Clara, CA 95054
8. Any lawful act or activity which corporations may pursue, except for those acts or activities which require prior approval or consent.

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- 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street Tallahassee, Florida, 32301 (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.

By: [Signature] Corporation Service Company (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.

QUANTUM3D, INC.

Directors

Gordon Campbell
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Tom Miller
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Ross Smith
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Phillip Huelson
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Joseph Meehan
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Officers

President, Treasurer & Secretary
Tom Miller
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Vice President, Sales & Marketing
Ross Smith
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Officers (continued)

Vice President, Hardware
Engineering and Manufacturing
Phillip Huelson
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Vice President, Chief Technical
Officer
Charles Kuta
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Vice President, OpenGVS
John Archdeacon
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Vice President, OpenGVS
Dale Stimson
2520 Mission College Blvd.
Suite 202
Santa Clara, CA 95054

Assistant Secretary
Mark Cameron White, Esq.
White & Lee LLP
750 Menlo Ave., Ste. 380
Menlo Park, CA 94025

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 8th day of November, 19 94,

QUANTUM3D, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

March 9, 1998



Bill Jones

Secretary of State