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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

X3D Technologies, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION  
OF  
X3D TECHNOLOGIES, INC.**

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is X3D Technologies, Inc. ("Corporation"). The principal and mailing address of the Corporation is 3801 PGA Boulevard, Suite 750, Palm Beach Gardens, Florida 33410.

**ARTICLE II  
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III  
POWERS**

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

**ARTICLE IV  
INCORPORATOR**

The name and address of the Incorporator is John Textor, 3801 PGA Boulevard, Suite 750, Palm Beach Gardens, Florida 33410.

**ARTICLE V  
STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty Million (20,000,000) shares.

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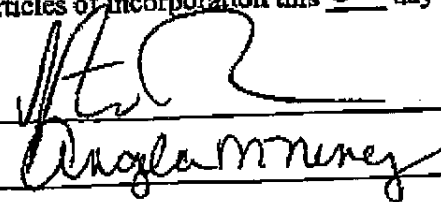
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**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

6.1. The street address of the Registered Office of this Corporation is 3801 PGA Boulevard, Suite 750, Palm Beach Gardens, Florida 33410.

6.2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is Ben Brown.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of September, 2001.

  
\_\_\_\_\_  
Angela M. Menez

  
\_\_\_\_\_  
John Textor  
Incorporator

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

X3D Technologies, Inc., as a corporation under the laws of the State of Florida, has designated 3801 PGA Boulevard, Suite 750, Palm Beach Gardens, Florida 33410 as its Registered Office and has named John Textor, located at that address as its Registered Agent.

By: 

**John Textor**  
*Incorporator*

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.

  
**Ben Brown**  
*Registered Agent*

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