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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

PINNACLE VR, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF
PINNACLE VR, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, hereby associate together for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations.

ARTICLE I - CORPORATION NAME

The name of the Corporation shall be PINNACLE VR, INC. The Corporation's principal place of business shall be located at 1217 South West San Antonio Ave., Port St. Lucie, FL., 34953, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II - BUSINESS OF CORPORATION

The general nature of the business of the Corporation shall be as follows: to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do anything or to do anything that may lawfully be done by a corporation, including specifically but not limited to, the development, manufacturing and marketing of Virtual Reality gaming systems.

ARTICLE III - SHARES

The maximum number of shares that this Corporation is authorized to issue or have outstanding is 100,000,000 shares of common stock. The par value of the stock shall be \$.0001 per share.

The common stock may be paid for in money, property, labor, services or promises to provide services, money or property in the future, at a just valuation to be fixed by the incorporator(s) or by the Director(s) at its annual meeting or a meeting called for such purpose.

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ARTICLE IV- DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V - BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than One (1) Director. The exact number of Directors may be set by the By-laws (when enacted, or amended) of this Corporation. Directors need not be shareholders.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The name and post office address of the first Board of Directors of the Corporation, who shall hold office for the first year of existence of this Corporation, or until their successors are elected and have qualified is:

THEODORE GINOCCHIO
1217 South West San Antonio Ave.
Port St. Lucie, FL., 34935

ARTICLE VII- AMENDMENT

These Articles of Incorporation may amended from time to time in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them to the stockholders and approved by a stockholders' meeting by at least a majority of the stock entitled to vote, unless of all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII- OFFICERS

The offices to be held by the above named Director, until such time as other officers may be appointed are as follows:

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PRESIDENT: THEODORE GINOCCHIO
SECRETARY: THEODORE GINOCCHIO
TREASURER: THEODORE GINOCCHIO

ARTICLE IX - INITIAL SHARES

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which agrees to take is as follows:

There shall be 100,000,000 shares authorized but none shall initially issue.

ARTICLE X - REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

Andrew Schein, Esq.
100 West Cypress Creek Road, #930
Fort Lauderdale, FL., 33309

The Board of Directors from time to time may change the registered agent or the address of the registered agent to any address in the State of Florida, upon proper notice duly filed with the Secretary of State.

ARTICLE XI - INDEMNIFICATION

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by any reason of any action alleged to have been taken, omitted or neglected by him as such officer or director; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided however that no such person shall be

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indemnified against, or reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII - AMENDING BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director and Shareholder of the Corporation at least ten days prior to the meeting at which alteration to the Bylaws is to be voted upon.

ARTICLE XIII - MISCONDUCT

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear or convincing evidence, or a Court ruling that such shareholder officer and/or director did commit wilful misconduct or gross negligence to the Corporation. The option is to be exercised only by a majority of the stockholders who are not subject to the vote.

ARTICLE XIV - NOTICE OF ARTICLES AND BYLAWS

The Provisions of these Articles of Incorporation, and each and every Article and section hereof, and the Bylaws (if enacted) of this Corporation shall be considered a part of every contract to which this Corporation shall be a party. Every person, association and or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

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THEODORE GINOCCHIO

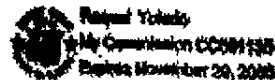
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day

February, 2003.

BEFORE ME, a notary public in and for the State of Florida,
duly authorized to administer oaths and take acknowledgements,
~~personally appeared THEODORE GINOCCHIO, who is personally known~~
~~to me or produced the following identification, and set his~~
~~signature where indicated above.~~

SUBSCRIBED AND SWORN BEFORE ME this 19th day of January,
2003.


NOTARY PUBLIC



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Certificate of registered agent upon whom process may be served within this state

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Pinnacle VR, Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at Palm Beach County, Florida, has appointed Andrew Schein, Esq., as its agent to accept service of process within this State at 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, FL., 33309.

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By 
ANDREW SCHEIN
Registered Agent

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