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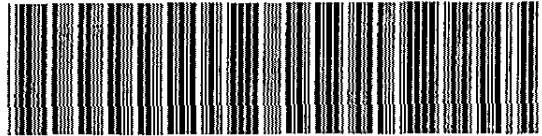
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BitRage Research & Development Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael S. Newman, Incorporator
BitRage Research & Development Corp.
Name (Printed or typed)

100 Southpark Blvd. Suite 400

Address

St. Augustine, FL 32086

City, State & Zip

(904) 808-0656 x104

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

.CERTIFICATE OF INCORPORATION
OF
BITRAGE RESEARCH & DEVELOPMENT CORP.

1. Name. The name of the Corporation is: BitRage Research & Development Corp. (the "Corporation").

2. Registered Office; Registered Agent. The registered office of the Corporation is located at 100 Southpark Blvd. Suite 400, St. Augustine, FL 32086. The name of its registered agent at such address is Michael S. Newman.

3. Term. The Corporation shall have perpetual existence.

4. Purposes. The nature, objects and purposes of the business to be transacted by the Corporation shall be to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

5. Powers. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under Florida Business Corporation Act. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

6. Shares of Stock. The total number of shares of capital stock which the Corporation is authorized to issue is forty million (4,000,000), consisting of three million (3,000,000) shares of Common Stock, one-tenth of One Cent (\$0.001) par value per share, and one million (1,000,000) shares of Preferred Stock, One Cent (\$0.01) par value per share. The board of directors of the Corporation is expressly granted the authority to fix, by one or more resolutions from time to time, the designations, powers, preferences and rights, and the qualifications, limitations and restrictions, of the Preferred Stock. Each share of Common Stock shall be equal to every other share of Common Stock for voting and all other purposes.

7. Initial Board of Directors. The Board of Directors shall consist of one or more members, with the number specified or fixed in accordance with the bylaws of the Corporation. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of stockholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Michael S. Newman	109 S. Bend Drive Ponte Vedra Beach, FL 32082
James J. Dionne	500 Sand Iron Cir. Unit 524 Ponte Vedra Beach, FL 32082
E.C. Demetriou	Ypsilantou 30 Athens, 11521 Greece
Lloyd L. Beatty	25985 Gosling Lane Royal Oak, MD 21662-1425

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bertrand L. Lipworth

65 Sloane St.
London SW1X 9SH
United Kingdom

Christopher Brady

70 East 55th Street 2nd Floor
New York, NY 10022

8. Election of Directors; No Cumulative Voting. Members of the Board of Directors may be elected either by written ballot or by voice vote. The stockholders of the Corporation shall not have cumulative voting rights in the election of directors or with respect to any other matter.

9. Adoption, Amendment or Repeal of Bylaws. In furtherance of and not in limitation of the powers conferred by laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend and repeal the bylaws of the Corporation; provided that any bylaws adopted or amended by the Board of Directors may be amended or repealed, and any bylaws may be adopted, by the stockholders of the Corporation.

10. Restrictions on Transfer of Stock. The Corporation is granted the right to impose such restrictions on the transfer of the Corporation's stock as the Board of Directors deems necessary, advisable or proper.

11. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws, (c) in respect of certain unlawful dividend payments or stock redemptions or repurchases, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

12. Indemnification and Insurance. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the Corporation or in connection with his service to the Corporation. Any person who is not covered by the foregoing sentence and who is or was an employee or agent of the Corporation may be indemnified by the Corporation to the maximum extent permitted by law as authorized by the Board of Directors from time to time. The Corporation further shall have the authority to purchase and maintain insurance, at the Corporation's expense, providing for indemnification up to the maximum extent permitted by law.

13. Interested Transactions. The fact that a director or officer of the Corporation is directly or indirectly interested in or connected with any person or entity (a) employed by the

Corporation to render or perform a service or (b) from or to whom the Corporation may buy or sell merchandise or other property, shall not (except as provided under the Florida Business Corporation Act) prohibit the Corporation from employing such person or from dealing with such person on customary terms with competitive rates of compensation, and neither the Corporation nor any stockholder shall have any claims or rights in any obligation, compensation or income payable to such person.

14. Compromises/Arrangements. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the applicable provisions of the Florida Business Corporation Act, or on the application of trustees in dissolution or any receiver or receivers appointed for the Corporation under the applicable provisions of the Florida Business Corporation Act, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as such court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation as the case may be, and also on the Corporation.

15. Reservation of Rights. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 15.

16. Incorporator. The name and mailing address of the incorporator are as follows: Michael S. Newman, 109 S. Bend Drive, Ponte Vedra Beach, FL 32082. Such incorporator's powers shall cease upon filing of this Certificate of Incorporation.

* * * * *

The undersigned, having been named as registered agent to accept service of process for the Corporation at the place designated in this certificate, who is familiar with and does accept the appointment as registered agent, does hereby agree to act in this capacity, and accordingly does hereunto set his hand this 19th day of November, 2004.

A handwritten signature in cursive script, appearing to read "Michael S. Newman", written over a horizontal line.

Michael S. Newman, Registered Agent

The undersigned being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 19th day of November, 2004.

A handwritten signature in cursive script, appearing to read "Michael S. Newman", written over a horizontal line.

Michael S. Newman, Incorporator