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* BOARD CERTIFIED TAX LAWYER
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March 11, 1996

VIA FEDERAL EXPRESS

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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Re: FARO World Wide, Inc.
--Incorporation & General Representation
Our File No. 3008.95-8657

Dear Madam or Sir:

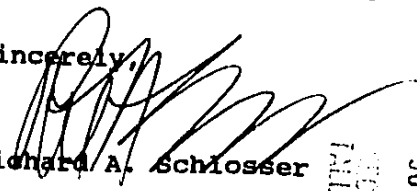
Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned not-for-profit corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the filing, certified copy and registered agent fees.

Please file the Articles of Incorporation, certify the copy of the same and return the certified copy to us.

Our firm reserved the corporate name for this Association on January 12, 1996, your reservation No. R96000000172.

If you have any questions, please contact the undersigned.

Sincerely,


Richard A. Schlosser

DA
Enc.

55731

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95 MAR 12 PM 2:55
TALLAHASSEE, FLORIDA

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3/15/96

ARTICLES OF INCORPORATION

OF

FARO WORLDWIDE, INC.

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

FARO Worldwide, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

125 Technology Park
Lake Mary, FL 32746

ARTICLE 3

Capital Stock

The total number of shares of capital stock authorized to be issued by this corporation shall be 20,000,000 shares of common stock with a par value of \$.001 per share (the "Common Stock") and 10,000,000 shares of preferred stock with a par value of \$.001 per share (the "Preferred Stock").

Each share of the Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions

thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

1. the designation of such series;
2. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;
3. whether the shares of such series shall be subject to redemption by this corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
4. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
5. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and, if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
6. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;
7. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolutions; and
8. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or

in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Suite 4100, 101 East Kennedy Blvd., Tampa, FL 33602, and the initial registered agent of this corporation at such office shall be Richard A. Schlosser. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Simon Raab	125 Technology Park Lake Mary, FL 32746
Gregory A. Fraser	125 Technology Park Lake Mary, FL 32746
Martin M. Koshar	15318 Vinola Place Montverde, Florida 34756

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Richard A. Schlosser

Address

Barnett Plaza, Suite 4100
101 E. Kennedy Boulevard
Tampa, Florida 33602

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this March 11, 1996

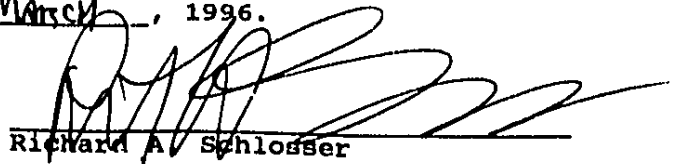

Richard A. Schlosser

FARO Worldwide, Inc.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Richard A. Schlosser, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of MARCH, 1996.


Richard A. Schlosser

FILED

96 MAR 12 PM 2:56

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA