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JAMES M. MORAN, P.A.  
TRUST ACCOUNT  
7370 COLLEGE PARKWAY, BTE. 300  
FT. MYERS, FL 33907  
PHONE 813-277-9000

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ORDER OF

Division of Corporations

\$ 122.50

One Hundred Twenty Two & 50/100-----

DOLLARS

**SOUTH  
FLORIDA  
BANK**

FORT MYERS, FLORIDA

file articles-Nexgen Productions, Inc

OR

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FILED  
96 APR 24 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmp  
4/25/96

ARTICLES OF INCORPORATION OF NEXGEN PRODUCTIONS, INC.

FILED

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is:

NEXGEN PRODUCTIONS, INC.

ARTICLE TWO  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in conceptual computer generated virtual reality imaging software and hardware construction as well as all lawful business permitted in the State of Florida.

ARTICLE FOUR  
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE  
CAPITAL STRUCTURE

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to:  
1). Natural persons, 2). (Estates), or 3). (A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation"). In addition, no stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 17021 Terra Verde Circle, Fort Myers, Lee County, Florida, 33908 and the name of its initial registered agent and such address, is Michael William Carrington, 17021 Terra Verde circle, Fort Myers, Lee County, Florida 33908.

ARTICLE SEVEN  
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name, title and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Michael William Carrington	17021 Terra Verde Circle Fort Myers, Florida 33908

ARTICLE EIGHT  
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Michael William Carrington Chairman of The Board	17021 Terra Verde Circle Fort Myers, Florida 33908

ARTICLE NINE  
OFFICERS

The officers of the corporation shall be a president/secretary of the corporation. The initial officer of the corporation shall be:

NAME	ADDRESS
Michael William Carrington President/Secretary	17021 Terra Verde Circle Fort Myers, Florida 33908

The stockholders of the corporation upon majority voted shall have the power to adopt, amend or repeal the bylaws or the articles of the corporation. The changes made to said incorporations shall be the exclusive province of the shareholders.

ARTICLE TEN  
PRINCIPAL OFFICE

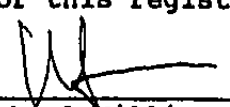
The address of the initial principal office of the corporation in this State is 17021 Terra Verde Circle, Lee County, Florida 33908. The principal office and registered office are at the same address.

Executed by Michael William Carrington, incorporator at Fort Myers, Florida on the 22 day of April, 1996.

  
Michael William Carrington

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, Michael William Carrington of 17021 Terra Verde Circle, Fort Myers, Lee County, Florida 33908, hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation for NEXGEN PRODUCTIONS, INC. and certifies that the address listed above is a true and correct address for this registered agent.

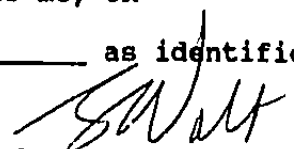
  
Michael William Carrington  
Registered Agent

STATE OF FLORIDA    )  
COUNTY OF LEE        )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of April, 1996, by Michael Carrington, and

X he/she is personally known to me, OR

\_\_\_\_\_ has produced \_\_\_\_\_ as identification, and

  
Notary Public  
Commission Number:

OFFICIAL NOTARY SEAL  
MARSHA L. WALTERS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC 221029  
MY COMMISSION EXP. SEPT. 1, 1996