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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: VIRTUAL MOTION SOFTWARE DEVELOPMENT, INC.

AUDIT NUMBER.....H98000018568

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VIRTUAL MOTION SOFTWARE DEVELOPMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**Virtual Motion Software Development, Inc.
265 South Federal Highway, Suite 222
Deerfield Beach, Florida 33441**

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 100,000,000 shares of \$.001 par value common stock and 50,000,000 shares of \$.001 par value preferred stock.

Prepared by:
Richard P. Greene, P.A.
Richard P. Greene, Esquire
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304
(954) 564-6616
Florida Bar Number: 504378

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ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Richard P. Greene, P.A.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Patrick Sullivan
265 South Federal Highway, Suite 222
Deerfield Beach, Florida 33441

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Richard P. Greene
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

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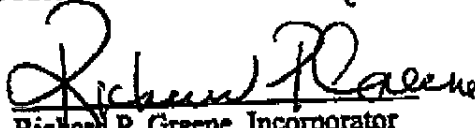
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ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.


IN WITNESS WHEREOF, we have subscribed our names this 10 day of October, 1998.


 Richard P. Greene, Incorporator
 2455 East Sunrise Boulevard, Suite 905
 Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

RICHARD P. GREENE, P.A.

By:


 Richard P. Greene, Esq., President

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