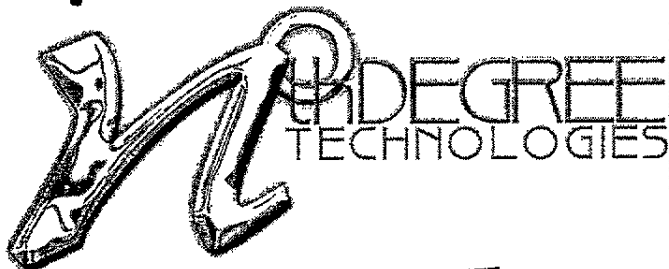


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EFFECTIVE DATE
8/24/99

Department of State
Division of Corporations
Attention: JEAN MCELVEEN
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

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99 AUG 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

⑦ Dear Ms. McElveen,

As per the guidance and assistance from Representative Starks office, the purpose of this cover letter is to present Articles that I would like filed for incorporation for the company named "Nth Degree Technologies."

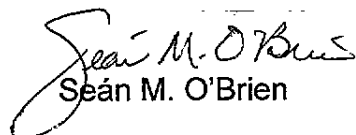
Additionally, I am including \$70.00 for the filing fee and 8.75 for the Certificate of Incorporation for my records. I have included only ONE check for both amounts that is payable to the Department of State. Should you have any questions, feel free to contact me at the address in the Articles or by phone:


407.497.1797
407.566.9409

I have also enclosed a prepaid FEDEX shipping slip that is filled out in the hopes that you might be able to mail the Certificate directly to me this week.

I appreciate your assistance in this endeavor; as it will allow me to move forward with creating a new and exciting simulation technology company in Orlando, Florida.

Warmest Regards,


Sean M. O'Brien

8/25/99


ARTICLES OF INCORPORATION
OF
NTH DEGREE TECHNOLOGIES, INC.

EFFECTIVE DATE
8/24/99

ARTICLE I

NAME

The name of this corporation shall be:

Nth Degree Technologies, Inc.

The address of the principal office of this corporation shall be 501 Water Street, Celebration, Florida 34747 and the mailing address of the corporation shall be the same.

ARTICLE II

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III

NATURE OF BUSINESS

The purpose of this Corporation is to engage in any or all activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is three million (3,000,000) shares of common stock having a par value of \$0.001 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 501 Water Street, Celebration, Florida 34747 and the initial registered agent of this Corporation at such office shall be Seán M. O'Brien, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

Seán M. O'Brien

President & CEO/Chairman

501 Water Street
Celebration FL
34747

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
Seán M. O'Brien, 501 Water Street, Celebration, Florida 34747.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation;
4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

ARTICLE XII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and give one candidate as many votes as equal to the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

ARTICLE XIV

EFFECTIVE DATE OF INCORPORATION

The effective date for incorporation of NTH DEGREE TECHNOLOGIES, INC. shall be the 24th of August, 1999.

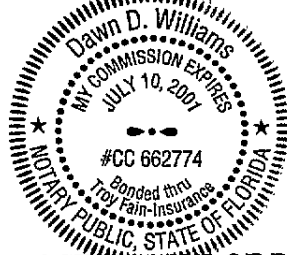
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24th day of August, 1999.

Seán M. O'Brien
(Name of Incorporator)

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation of Nth Degree Technologies, Inc., were acknowledged before me this 24th day of August, 1999, by Seán M. O'Brien.



Notary Public

Dawn D. Williams

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Nth Degree Technologies, Inc., at the place designated in the Articles of Incorporation, Seán M. O'Brien, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

24th of August '99
Date

Seán M. O'Brien
Seán M. O'Brien

FILED
99 AUG 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA